



## Remuneration and Nomination Committee Charter

### 1. Role and Objectives

**1.1. The Remuneration and Nomination Committee assists the Board of Steamships Trading Company Ltd (Steamships) in fulfilling its corporate governance responsibilities by reviewing, monitoring, and making recommendations regarding:**

- a. The remuneration framework for non-executive Directors
- b. The remuneration and incentive framework for the Managing Director, other executive Directors, and senior executives at the general manager level
- c. Strategic human resources policies including recruitment, retention and termination policies, the Group Code of Conduct and Diversity Policy
- d. Performance management
- e. The composition of the Board, Board Committees, and senior management team
- f. Processes for evaluating the performance of the Board, Board Committees, individual Directors, and senior management.

**1.2. The Committee objectives are to ensure:**

- a. The Group observes clear and effective remuneration, recruitment, retention and termination policies and processes, which enable it to attract and retain the talent necessary to enhance company performance
- b. The level and composition of remuneration for all employees is competitive and reasonable and that the relationship between remuneration and performance is clearly defined
- c. The Board has the necessary and desirable mix of skills, experience, expertise, and diversity to optimise its contribution to Group performance
- d. Career development, performance evaluation, succession planning, and nomination processes are robust and effective and aligned with Steamships' longer term strategic agenda
- e. Human resources policies represent best practice and comply with all ASX and POMSoX Listing Rules and corporate governance requirements.

**1.3. Ultimate responsibility for the Group's remuneration, recruitment, retention, termination, and other employment policies and practices rests with the Board.**

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## 2. Duties and Responsibilities

### 2.1. Non-executive Director Remuneration

In assisting the Board, the Committee will:

- a. Review and provide recommendations to the Board regarding remuneration of non-executive Directors (including fees, travel, and any other benefits).

### 2.2. Managing Director, Executive Director, and Senior Executive Remuneration

In assisting the Board, the Committee will:

- a. Review and make recommendations to the Board regarding the ongoing appropriateness and competitiveness of Steamships' Executive Remuneration Policy and practices with regards to:
  - I. Steamships' corporate objectives
  - II. Current corporate governance principles
  - III. Competitive practice
- b. Review and make recommendations to the Board on remuneration for the Managing Director, other Executive Directors and for Senior Executives, having regard for Steamships' Executive Remuneration Policy
- c. Conduct regular review of individual executive remuneration packages to ensure they:
  - I. Motivate executives to pursue the long-term growth and success of Steamships.
  - II. Demonstrate a clear relationship between performance and remuneration.
  - III. Involve a balance between fixed and incentive pay, reflecting short- and long-term performance objectives appropriate to Steamships' circumstances and goals.
- d. Oversee and advise on the setting of robust performance measures and targets that encourage superior executive performance and ethical behaviour.
- e. Review and recommend to the Board budgets for annual remuneration rewards to staff.

### 2.3. Incentive Plans

In assisting the Board, the Committee will:

- a. Review and make recommendations to the Board on the design of all senior executive incentive plans.
- b. Review and make recommendations to the Board on the total proposed rewards under each incentive plan.
- c. Review and make regular recommendations to the Board on performance measures required for the implementation of incentive plans.

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#### 2.4. Recruitment, Retention and Termination

In assisting the Board, the Committee will:

- a. Review and make recommendations to the Board regarding the ongoing appropriateness and competitiveness of Steamships' recruitment, retention, and termination policies with regards to:
  - I. Steamships' corporate objectives
  - II. Current corporate governance principles
  - III. Competitive practice
- b. Oversee the implementation of recruitment, retention and termination policies and make recommendations to the Board regarding any proposed amendments.
- c. Review and approve terms and conditions and contracts for any new executive Directors and senior executives to be remunerated under Steamships' Executive Remuneration Policy.

#### 2.5. Board Composition and Skills

In assisting the Board, the Committee will:

- a. Assess the necessary and desirable competencies of Directors, having regard for the strategic direction of the Group.
- b. Advise the Board on its size, composition and the necessary mix of skills, experience, and expertise to enable the Board to discharge its responsibilities effectively.
- c. Make recommendations to the Board regarding appropriate measures by which Directors can update and enhance their skills and knowledge, and ensure training and development programs are regularly reviewed and updated.
- d. Assist the Chairman in regularly evaluating the performance of the Board and Board Committees (refer to Board renewal & performance evaluation protocol)
- e. Provide recommendations regarding the performance of the Board, individual Directors, and senior executives.

#### 2.6. Senior Executive Succession

In assisting the Board, the Committee will:

- a. On request of the Board, identify and recommend non-executive Director candidates for appointment or re-election to the Board (refer to Board renewal & performance evaluation protocol)
- b. Prepare and regularly update senior executive succession plans in coordination with the Managing Director and report to Board.
- c. On request of the Board, identify and recommend appropriate for senior manager roles.

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## 2.7. Diversity Policy and Group Diversity Initiatives

In assisting the Board, the Committee will:

- a. Review and provide recommendations to the Board regarding the development of initiatives aimed at promoting diversity
- b. Review and provide recommendations to the Board regarding the Group Diversity Policy at least annually or more frequently if changes to legal or regulatory requirements dictate.

## 3. Access to Information, Independent Advice and Continuing Development

- 3.1. The Committee may appoint independent expert external advisers on terms determined by the Committee to assist it in performing its duties.
- 3.2. The Committee may take such independent legal, financial, remuneration or other advice as it considers necessary.

## 4. Composition

- 4.1. The Committee shall comprise not less than three members.
- 4.2. The Chairman of the Committee will be a non-executive Director.
- 4.3. Committee members will be appointed by the Board, who will review each member's tenure from time to time and at least every three years.
- 4.4. The Chairman of the Committee will be elected by the Board.
- 4.5. The secretary of the Committee will be Steamships' Company Secretary.

## 5. Meetings

- 5.1. The Committee will meet biannually. Special meetings may be convened as required.
- 5.2. A quorum for any meeting will be at least two members.
- 5.3. No individual executive will be permitted to be present when his/her individual remuneration is being discussed.
- 5.4. The proceedings of all meetings will be minuted.
- 5.5. The minutes of each meeting will be approved by the Committee Chairman.

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- 5.6. Meetings will be held according to a predetermined agenda, which should be distributed in good time along with supporting documents.

## 6. Reporting and Performance Review

- 6.1. To determine whether it is functioning effectively, the Committee will:
- a. Regularly update the Board about Committee activities and make appropriate recommendations.
  - b. Undertake an evaluation of its performance at intervals aligned with the performance review program for the Board, Board Committees, and individual Directors.
  - c. Review this Charter annually.

## 7. Other Responsibilities

- 7.1. In assisting the Board, the Committee will:
- a. The Committee will review related strategic human resources policies, including the Group Code of Conduct, and the effectiveness of policy implementation annually.
  - b. Perform other oversight functions as requested by the Board.

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