

## **RADIUS RESIDENTIAL CARE LIMITED REMUNERATION AND HUMAN RESOURCES COMMITTEE CHARTER**

### **1. PURPOSE**

The objectives of the Remuneration and Human Resources Committee (the “**Committee**”) is to assist the Board in the establishment of remuneration policies and practices for the CEO, Key Management, and Directors, as well as discharging the Board’s responsibilities relative to remuneration-setting and review; and assisting the Board in overseeing the management of the human resources activities of Radius Residential Care Limited (“**Radius**”).

### **2. COMPOSITION**

- The Committee shall comprise at least three members of the Board appointed by the Board.
- The Board shall appoint a Chair from among the non-executive members of the Committee. The Chair of the Board should not chair the Committee.
- The term of each member will be determined by the Board through an annual review.

### **3. MEETINGS**

- Meetings shall be held at least twice per year, having regard to when Director and executive remuneration is due for review in terms of Radius’ remuneration policies.
- A quorum of members of the Committee shall be two, at least one of whom must be a non-executive Director.
- Meetings may be attended by the CEO and Human Resources Manager and such other persons, including external advisers, as necessary to provide appropriate information and advice.
- All Directors shall be entitled to attend meetings of the Committee provided that Executive Directors, do not attend meetings where they are conflicted for personal reasons.
- Any member of the Committee and the CEO or Human Resources Manager may request a meeting at any time if they consider it necessary.
- The secretary of the Committee shall be appointed by the Board.
- Minutes of all meetings shall be kept.
- The Committee Chair will report to the Board following each meeting and provide copies of minutes of all meetings to the Board.

### **4. POWERS OF THE REMUNERATION AND HUMAN RESOURCES COMMITTEE**

- The Committee will make recommendations to the Board on all matters requiring a decision.
- The Committee does not have the power or authority to make a decision in the Board’s name or on its behalf.
- The Committee is authorised by the Board, at the expense of Radius, to obtain such outside information and advice, including market surveys and reports, and to consult with management and outside advisers, as it thinks necessary, for carrying out its responsibilities.

### **5. RESPONSIBILITIES**

The responsibilities of the Committee are as follows:

- Review the remuneration policies and practices of Radius.
- Determine who is a Key Manager for the purposes of this charter.

- Review, in accordance with Radius' remuneration policies and practices, all components of the remuneration of the CEO, Executive Directors, and Key Management as the Board may, from time to time, determine. The components shall include base salary, reimbursable expenses, bonuses, entitlements under employee incentive plans, company share schemes and company option schemes, and all other entitlements and benefits arising from their employment. The remuneration of Key Management who report directly to the CEO is subject to prior recommendation from the CEO.
- Review the terms of and any changes to employment contracts for the CEO, Executive Directors, and Key Management.
- Review the terms of Radius' short-term and long-term incentive plans, including any share and option schemes for employees and/or Directors.
- Review the terms of Radius' superannuation schemes (or any).
- Make recommendations to the full Board on setting and review all components of the remuneration of the non-Executive Directors. Such components shall include base fees, committee fees, reimbursable expenses, and all other benefits and entitlements arising from their directorships. Any additional payments to Directors for other work to be approved by the Board on a case-by-case basis.
- Consider other matters relating to remuneration issues as may be referred to the Committee by the Board.
- Oversee Radius' recruitment, retention, and termination policies and procedures for Key Management.
- Approve the appointment or termination of the CEO's direct reports.
- Annual review of the effectiveness of the Diversity Policy and monitoring performance against the policy.
- Oversee Management succession planning for agreed key roles in Radius.
- In relation to the CEO:
  - Reviewing candidates to be appointed to the position.
  - Reviewing and evaluating the CEO's performance against key performance objectives.
  - Agreeing the CEO key performance objectives for the following year.
- Report annually to the Board summarising the Committee's activities during the year and any significant findings and results.

## **6 APPROVAL AND REVIEW OF CHARTER**

The Committee Charter was approved by the Board in December 2020 and will be reviewed by the Board annually.