

Nomination, Remuneration and Governance Committee Charter

Clean TeQ Holdings Limited ACN 127 457 916 (**Company**)

Nomination, Remuneration and Governance Committee Charter

1. Introduction

- 1.1. The Nomination, Remuneration and Governance Committee (**Committee**) is a committee of the Board of Directors (**Board**) of Clean TeQ Holdings Limited (**Company**).
- 1.2. The Board established the Committee under the Company's constitution.
- 1.3. This charter sets out the scope of the Committee's responsibilities in relation to the Company and its controlled entities (**Group**).
- 1.4. The role of the Committee is not an executive role.

2. Objectives

The main objectives of the Committee are to assist the Board fulfil its obligations to ensure the Company:

- (a) has a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- (b) has appropriate and unbiased remuneration policies and practices including promotion of diversity to attract, retain and reward Directors who will pursue the Group's long-term growth and success;
- (c) adopts the most appropriate corporate governance policies and fulfil its responsibilities for oversight of good governance practices of the Group; and
- (d) operates consistent with those remuneration and governance policies and practices.

3. Nominations - responsibilities

The Committee is responsible for:

- (a) identifying and recommending to the Board, nominees for membership of the Board including the Managing Director or Chief Executive Officer;
- (b) identifying and assessing the necessary and desirable competencies and characteristics for board membership and regularly assessing the extent to which those competencies and characteristics are represented on the Board;
- (c) reviewing and making recommendations to the Board in relation to the induction and continuing professional development programs for Directors;
- (d) developing and implementing processes to identify and assess necessary and desirable competencies and characteristics for Board members;
- (e) assessing and determining the time commitment needed from each Board member to adequately perform his or her duties;
- (f) setting out measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally, and ensure that such objectives are being met;
- (g) ensuring succession plans are in place to maintain an appropriate balance of skills on the Board and reviewing those plans;

- (h) ensuring succession plans are in place at senior executive level and reviewing those plans, and
- (i) recommending the removal of Directors.

4. Performance and education of Directors - responsibilities

- 4.1. The Committee is responsible for:
 - (a) at least annually reviewing the performance of the Managing Director or Chief Executive Officer;
 - (b) establishing processes for and evaluating at least annually the performance of the Board, both collectively and individually; and
 - (c) establishing induction programmes for new Directors; and
 - (d) developing continuing education programmes for Directors.
- 4.2. The Committee will disclose to members of the Company the process for evaluating the performance of the Board, its committees and individual directors in the Company's annual report or such other forum which the Board considers appropriate.
- 4.3. A member of the Committee must not participate in any review or assessment of their own performance.

5. Remuneration - responsibilities

- 5.1. The Committee is responsible for:
 - Executive remuneration*
 - (a) reviewing and recommending to the Board for adoption executive remuneration;
 - (b) annually considering and recommending to the Board each executive director's total remuneration (including base pay, incentive awards, equity awards, retirement rights and terms of engagement) having regard to executive remuneration policies;
 - (c) reviewing and approving, with regard to recommendation of the Managing Director or Chief Executive Officer:
 - (i) the total remuneration (including incentive awards, equity awards and retirement and termination payments);
 - (ii) the terms of engagement; and
 - (iii) any changes to the total remuneration and terms of employment, of direct reports of the Managing Director or Chief Executive Officer.
 - Non-executive remuneration*
 - (d) reviewing and recommending any changes to the Board at least annually with regard to the remuneration of non-executive directors for serving on the Board and any committee (both individually and in total) and retirement policies;
 - Retirement benefits*
 - (e) reviewing retirement benefits including superannuation arrangements as appropriate;
 - Recruitment and termination*
 - (f) ensuring there is no gender or inappropriate bias in the recruitment, retention and remuneration policies and practices for Directors and employees including executive; and

- (g) reviewing and recommending to the Board for adoption recruitment, retention and termination policies and practices for the Board and executive and including preparing for approval by the Board any report on executive remuneration that may be required under relevant regulatory standards.

6. Governance – responsibilities

- 6.1. The Committee is responsible for providing advice to the Board on corporate governance matters generally and, in particular to:
- (a) assist the Board to adopt the most appropriate corporate governance policies while meeting applicable corporate governance requirements including those arising under the Act, ASX Listing Rules and other relevant regulatory standards;
 - (b) annually review the Group’s corporate governance framework including the Committees, their charters and operation;
 - (c) inform the Board of corporate governance requirements of regulators, including the Australian Securities and Investments Commission, Australian Securities Exchange and other stakeholders;
 - (d) review best practice developments in corporate governance in Australia and globally and identify to the Board corporate governance standards which it considers appropriate and in the best interests of the Group;
 - (e) determine the independence of Directors (including the criteria for determination) and monitor the ongoing status of such Directors;
 - (f) consider questions of possible conflict of interest arising for Directors, review existing behaviour and ethical guidelines for Directors and recommend changes for adoption by the Board; and
 - (g) approve the Group’s Corporate Governance statement and review annually.

7. Other responsibilities

The Committee is responsible for doing anything the Board considers appropriate in the context of this charter.

8. Nomination, Remuneration and Governance Committee composition

- 8.1. The Board will appoint at least three Directors to the Committee taking into account the prevailing ASX Corporate Governance Guidelines. Other Directors have a standing invitation to attend each meeting.
- 8.2. The Board will appoint an independent director as Chairperson of the Committee.
- 8.3. The role of the Chairperson of the Committee is to:
- (a) determine the agenda for meetings of the Committee in conjunction with the Secretary of the Committee;
 - (b) chair meetings of the Committee and take reasonable steps for the proper functioning of the Committee, including the proper conduct of meetings and an appropriate level of discussion;
 - (c) ensure adequate flow of relevant information to the Committee;

- (d) advise the Board on the Committee's recommendations to the Board on matters falling within the scope of the Committee's responsibilities;
 - (e) review the minutes of meetings of the Committee for circulation to and approval of the Committee, and sign the approved minutes; and
 - (f) act under a delegation of the Committee, including liaising on behalf of the Committee with consultants advising the Committee.
- 8.4. The Board decides appointments, rotations and resignations within the Committee having regard to the ASX Listing Rules, the Act and the Company's constitution.

9. Nomination, Remuneration and Governance Committee meetings

- 9.1. The Committee will meet as often as it considers necessary.
- 9.2. The quorum for a Committee meeting is two Committee members.
- 9.3. Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 9.4. The Committee may pass or approve a resolution without holding a meeting in accordance with the procedures (so far as they are appropriate) in section 248A of the Act.
- 9.5. The Committee may invite anyone it considers appropriate to attend Committee meetings.
- 9.6. The Company Secretary (or delegate as approved by the Committee) will act as Secretary of the Committee and shall be responsible, in conjunction with the Chairperson of the Committee, for drawing up the agenda and circulating the Committee papers prior to each meeting.

10. Minutes of Nomination, Remuneration and Governance Committee meetings

- 10.1. The Company Secretary will be responsible for keeping the minutes of its meetings and circulating them to the Chairperson of the Committee for review, and to further circulate the minutes to the other Committee members, the other members of the Board and other Committee meeting attendees as appropriate.
- 10.2. Minutes, agenda and supporting papers are available to Directors upon request to the Committee Secretary, except if a conflict of interest exists.

11. Reporting to the Board

The Committee Chairperson must report the Committee's findings to the Board after each Committee meeting.

12. Access to information, independent advice and resources

- 12.1. The Committee may seek any additional information it considers necessary to fulfil its responsibilities including from management and external advisers as appropriate, at the Company's cost.

13. Review and changes to this charter

- 13.1. The Committee will review this charter annually or as often as it considers necessary.
- 13.2. The Board may change this charter from time to time by resolution.

14. Approved and adopted

This charter was approved and adopted by the Board on 19 February 2020.