Remuneration and Nomination Committee Charter

1. General scope and authority

(a) The Remuneration and Nomination Committee (**Committee**) is a committee of the Board of Entropy Neurodynamics Limited (**Company**). The Remuneration and Nomination Committee Charter (**Charter**) may be subject to review by the Board at any time.

(b) The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders:

(i) in respect of its remuneration role:

(A) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;

(B) ensuring that the executive remuneration policy demonstrates a clear relationship between key director performance and remuneration;

(C) recommending to the Board the remuneration of executive and non-executive Directors;

(D) fairly and responsibly rewarding executives having regard to the performance of the Company, the performance of the executive and the prevailing remuneration expectations in the market;

(E) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;

(F) reviewing and approving the remuneration of Director reports to the Chief Executive Officer or the Managing Director (as applicable) (**Managing Director**), and as appropriate other senior executives; and

(G) reviewing and approving any equity based plans and other incentive schemes.

(ii) in respect of its nomination role:

(A) maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body; and

(B) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

(c) The Committee will, in discharging its duties, seek to co-ordinate its activities with the Audit and Risk Committee where appropriate. The Chairman of the Committee

must liaise with the Chairman of the Audit and Risk Committee on an ongoing basis to ensure that no material matter is overlooked by the two committees.

(d) The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

(e) No individual director or senior executive is to be involved in deciding his or her own remuneration.

(f) The Committee has the right to delegate all or a portion of its responsibilities to a subcommittee of the Committee.

2. Constitution

As and when it is required a Committee will be established by resolution of the Board.

3. Membership

(a) The Committee shall be appointed by the Board from among the Directors of the Company and shall consist of not less than three members all of whom shall be non-executive directors and with the majority being independent Directors.

(b) Directors will be appointed to the Committee for a term of three years or such shorter time as they remain in the office of Director. Directors may serve consecutive terms on the Committee.

(c) The Board may by resolution appoint additional non-executive Directors to the Committee or remove and replace members of the Committee.

(d) Members of the Committee may withdraw their membership by providing written notice to the Board.

4. Chair

The Committee shall appoint a Chair of the Committee. The Chair shall be an independent director who will not be the Chair of the Board.

5. Secretary

(a) The Company Secretary shall be the Secretary of the Committee.

(b) The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.

(c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

6. Quorum

A quorum shall be two members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair.

7. Meeting frequency

(a) Committee meetings will be held not less than twice a year to enable the Committee to undertake its role effectively.

(b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.

(c) Directors who are not members of the Committee are entitled to attend all meetings of the Committee.

(d) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.

(e) Decisions will be based on a majority of votes with the Chair having the casting vote.

(f) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

(g) The Board will disclose in the Company's Annual Report the number of times the Committee met throughout the relevant reporting period and the individual attendances of the members of the Committee (or any sub-committee) at the meetings held throughout the period.

8. Authority

(a) The Committee is authorised by the Board to investigate any activity within its Charter. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

(b) The Committee is required to make recommendations to the Board on all matters within the Charter.

9. Access

(a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests. Such access shall be provided on a timely basis.

(b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

10. Reporting procedures

The Secretary shall circulate the minutes of the meetings of the Remuneration and Nomination Committee to all members of the Committee for comment and change before being signed by the Chair of the Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee.

11. Duties and responsibilities

In order to fulfil its responsibilities to the Board the Committee shall:

(a) Executive Remuneration Policy

(i) Review and approve the Company's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.

(ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.

(iii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.

(b) Executive Directors and Senior Management

(i) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.

(ii) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Managing Director. As part of this review the Committee will oversee an annual performance evaluation of the executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

(c) Executive Incentive Plan

(i) Review and approve the design of any executive incentive plans.

(d) Equity Based Plans

(i) Review and approve any equity based plans that may be introduced (**Plans**) in the light of legislative, regulatory and market developments.

(ii) For each Plan, determine each year whether awards will be made under that Plan.

(iii) Review and approve total proposed awards under each Plan.

(iv) In addition to considering awards to executive Directors and direct reports to the Managing Director, review and approve proposed awards under each Plan on an individual basis for executives as required under the rules governing each Plan or as determined by the Committee.

(v) Review, approve and keep under review performance hurdles for each equity based Plan.

(e) Nomination

The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors. In particular, the Committee is to:

(i) regularly evaluate the mix of skills, experience, expertise and diversity of the existing Board. In particular, the Board is to identify the particular skills and diversity that will best increase the Board's effectiveness and prepare a description of the role and capabilities required for the particular appointment. Consideration is also given to the balance of independent Directors on the Board;

(ii) identify and recommend to the Board candidates for the Board after:

(A) considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience;

(B) assessing how the candidates can contribute to the strategic direction of the Company;

(C) consider and assess potential conflicts of interest and independence; and

(D) undertaking appropriate background checks, including checks as to the candidate's character, experience, education, criminal record and bankruptcy history;

(iii) approve and review induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities;

(iv) assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.

(v) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;

(vi) review Directorships in other public companies held by or offered to Directors and senior executives of the Company;

(vii) prepare and review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;

(viii) arrange an annual performance evaluation of the Board, its Committee and individual Directors;

(ix) ensure new directors enter into a written agreement with the Company, setting out the terms of their appointment. The new directors must also submit a consent to act and undergo induction by the Board;

(x) consider and make recommendations to the Board on the appropriate size and composition of the Board; and

(xi) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.

(f) Other

The Committee shall perform other duties and activities that it or the Board considers appropriate.

12. Non-Executive Remuneration

(a) In considering the levels of remuneration for Non-Executive Directors, the Committee is to consider the guidelines set out in Box 8.2 of the Corporate Governance Principles and Recommendations (**Recommendations**):

(i) **Composition**: Non-Executive Directors should be remunerated by way of cash fees, superannuation contributions and non-cash benefits in lieu of fees (such as salary sacrifice into superannuation or equity);

(ii) **Fixed Remuneration**: levels of fixed remuneration for non-executive directors should reflect the time commitment and responsibilities of the role;

(iii) **Performance Based Remuneration**: Non-Executive Directors should not receive performance-based remuneration as it may lead to bias in their decision-making and compromise their objectivity;

(iv) **Equity Based Remuneration**: it is generally acceptable for Non-Executive Directors to receive securities as part of their remuneration to align their interests with the interests of other holders. However, Non-Executive Directors generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as it may lead to bias in their decision-making and compromise their objectivity.

(v) **Termination Payments**: Non-Executive Directors should not be provided with retirement benefits other than superannuation.

(b) In addition to the Recommendations, the Committee will:

(i) review and recommend to the Board the remuneration arrangements for fees, travel, out-of-pocket expenses, and other benefits; and

(ii) review and recommend to the Board the remuneration report prepared in accordance with the *Corporations Act 2001* (Cth) for inclusion in the annual directors' report for the relevant reporting period.

(c) To the extent that the Company adopts a different remuneration structure for its Non-Executive Directors, the Committee shall document its reasons for the purpose of disclosure to stakeholders.

(d) There are no minimum shareholding requirements for Non-Executive Directors.

13. Executive Remuneration

(a) In setting the remuneration for Executives pursuant to clause 11(b), the Committee is to consider the guidelines set out in Box 8.2 of the Recommendations:

(i) **Composition**: remuneration packages for Executives should include an appropriate balance of fixed remuneration and performance-based remuneration;

(ii) **Fixed Remuneration**: should be reasonable and fair, taking into account the entity's obligations at law and labour market conditions and should be relative to the scale of the Company's business. It should reflect core performance requirements and expectations;

(iii) **Performance Based Remuneration**: should be clearly linked to clearly specified performance targets. These targets should be aligned to the Company's short, medium- and longer-term performance objectives and should be consistent with the Company's purpose, strategic goals and Statement of Values. Discretion should be retained where appropriate to prevent performance-based remuneration rewarding conduct that is contrary to the Company's values or risk appetite;

(iv) **Equity Based Remuneration**: well-designed equity-based remuneration, including options or performance rights, can be an effective form of remuneration, especially when linked to hurdles that are aligned to the Company's short, medium and longer-term performance objectives. Care needs to be taken not to lead to short termism or the taking of undue risks; and

(v) **Termination Payments**: termination payments if any, should be agreed in advance and the agreement should clearly address what will happen in the case of early termination. There should be no payment for removal for misconduct.

(b) In addition to the Recommendations, the Committee will:

(i) review and recommend to the Board the remuneration arrangements for fees, travel, out-of-pocket expenses, and other benefits; and

(ii) review and recommend to the Board the remuneration report prepared in accordance with the *Corporations Act 2001* (Cth) for inclusion in the annual directors' report for the relevant reporting period.

(c) To the extent that the Company adopts a different remuneration structure for its Executive Directors, the Committee shall document its reasons for the purpose of disclosure to stakeholders.

14. Nomination of a Director

(a) Where a Director is put forth for election, the Committee must ensure the following information is provided to Shareholders:

(i) biographical details;

(ii) the skills, experience expertise and personal qualities that will best complement the effective operation of the Board;

(iii) details of material directorships;

(iv) the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other board or executive appointments); and

(v) if the candidate is standing for the first time:

(A) confirmation appropriate checks have been undertaken by the Company;

(B) if any information of concern has been revealed by such checks;

(C) details of any potential conflicts of interest; and

(D) whether the Board will consider the Director as independent.

(b) Where the Committee appoints a Director prior to completion of appropriate background checks, it must ensure that the Director gives an unequivocal undertaking to resign should the Company receive an unsatisfactory check.

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15. Approvals

The Committee must approve the following prior to implementation:

(a) changes to the remuneration or contract terms of executive Directors and direct reports to the Managing Director;

(b) the plans or amendments to current equity plans or executive cash-based incentive plans;

(c) total level of awards proposed from equity plans or executive cash-based incentive plans; and

(d) termination payments to executive Directors or direct reports to the Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.