

Board Remuneration and Nominations Committee Charter.

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1. Introduction.	3
2. Responsibilities of the Committee.	3
3. Authority.	4
4. Composition and Membership.	4
5. Meetings.	5
6. Voting and Conflicts of Interest.	5
7. Committee Performance.	6
8. Review and publication of Charter.	6

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1. Introduction.

- 1.1 The Boards of Judo Capital Holdings Limited and Judo Bank Pty Ltd (collectively “Judo”) (the “Board”) are responsible for the oversight and implementation of Judo’s Remuneration Strategy and Policy, and its alignment with the Judo Risk Management Framework
- 1.2 This Charter sets out the roles and responsibilities, membership, and terms of operation of the Board Remuneration and Nominations Committee (“Committee”), which has been established by the Board.
- 1.3 In discharging its responsibilities, the Board has delegated authority to the Committee in accordance with the provisions of this Charter as well as any powers conferred by statute, regulation, or regulatory authority requirements.

2. Responsibilities of the Committee.

- 2.1 The Management Board is responsible for implementing and maintaining appropriate remuneration policies designed to ensure compliance with applicable laws and regulations and internal policies, to foster a positive culture and to identify and address any issues of risk for Judo.
- 2.2 The responsibilities of the Committee are to:
 - a. Review director’s fees (including superannuation) as required and make recommendations to the Board regarding any proposed increases within the total already approved by shareholders or for consideration by shareholders at the annual general meeting of shareholders.
 - b. Review and recommend to the Board the terms of any incentive and equity schemes for directors and/or employees.
 - c. Review and recommend to the Board the design and funding of Judo’s annual variable pay programs.
 - d. Review and make an annual recommendation (as relevant) to the Board on the remuneration arrangements and variable remuneration outcomes (including superannuation), including vesting of short- and long-term incentives against risk, values and conduct requirements:
 - Individually for senior managers and executive directors
 - On a cohort basis for highly-paid material risk takers, other material risk-takers and risk and financial control personnel.¹
 - e. Review and recommend to the Board the terms of employment agreements for the CEO.
 - f. Receive reports from the Management Board on remuneration from time to time (including, whether there is any gender or other inappropriate bias in remuneration for directors, senior executives, or other employees) and attend to any other matter relating to remuneration issues put to the Committee for consideration by the Board or by the Management Board including, but not limited to, any adjustments required in accordance with regulatory obligations.
 - g. Review the annual Remuneration Report and recommend to the Board its inclusion in the Annual Report.
 - h. Review and recommend to the Board Judo’s Inclusion, Equity & Diversity Strategy, measurable targets, and related Policy.

¹ CPS 511, paragraph 87

- i. Review regulatory compliance of the Remuneration Policy on a regular basis and oversee the process of review of the Remuneration Policy as required from time to time².
- j. Be responsible for developing recommendations to the Board regarding new Board member nominations, including:
 - i. considering the balance of skills, qualifications, experience and background on the Board;
 - ii. considering any nominations received for the election of directors by shareholders and make appropriate recommendations to the Board; and
 - iii. attending to any other matter relating to Board appointment and nomination put to the Committee for consideration by the Board.
- k. Board succession planning generally and ensuring there are plans in place to manage the succession of the CEO, Management Board members, and Company Secretary.
- l. Induction and continuing professional development programs for directors.
- m. Development and implementation of a process for evaluating the performance of the board, its committees, and directors.
- n. Recommend to the Board, from time to time, Judo's Code of Conduct.

3. Authority.

- 3.1 The Board authorises the Committee, within the scope of its responsibilities to:
- a. monitor, advise on and, where applicable, approve all matters falling within its purpose and duties as set out in this charter or as directed by the Board;
 - b. seek any information it requires from the Chief Executive Officer ("CEO"). The Committee shall have unfettered access to the Management Board, any employees or any internal or external parties at any time, to request relevant and additional information or seek explanations as it deems necessary; and
 - c. obtain, at the expense of the Judo, external legal or other independent professional advice or to arrange for the attendance at meetings, at the expense of the Judo, of outside parties with relevant experience and expertise if it considers this necessary.
- 3.2 The Committee does not take action or make decisions on behalf of the Board unless specifically mandated. The Committee is not responsible for the day-to-day management functions or operation of the business. However, the Board may place reasonable reliance on the Committee's advice and recommendations in relation to those matters set out in this clause as it deems necessary.
- 3.3 The Committee may delegate its authority in accordance with Judo's Delegation of Authority provided such delegation is recorded in its minutes.

4. Composition and Membership.

- 4.1 The Committee shall consist of at least three (3) directors, a majority of whom shall be 'independent' directors as determined by resolution of the Board. All members of the Committee will be non-executive directors.
- 4.2 The Chair of the Committee will be appointed by resolution of the Board and will be an independent director.

² CPS 511, paragraph 76

- 4.3 The Chair of the Board may be a member of the Committee however cannot be its Chair.
- 4.4 The membership of the Committee will be reviewed annually by the Board, or as deemed necessary by the Board.
- 4.5 The Company Secretary will be responsible for keeping membership records.

5. Meetings.

- 5.1 The Committee shall meet at least four (4) times a year, or more frequently as so required.
- 5.2 A quorum for a meeting shall consist of not less than half of the Committee members eligible to vote on a matter.
- 5.3 The Chair and the Company Secretary, in consultation with the Chief People & Culture Officer, will be responsible for setting the agenda for each meeting subject to input from any Committee member.
- 5.4 The CEO and directors of the Board who are not members of the Committee can be invited to attend Committee meetings and may request to receive copies of the Committee papers.
- 5.5 The Committee may request members of the Management Board to attend part, or all, of any Committee meeting. The Chief People and Culture Officer (or their nominee, subject to prior clearance by the Committee Chair) must attend all relevant sections of the Committee meetings.
- 5.6 Representatives of the Management Board, including the CEO, may not be present at those parts of the meeting where the Committee is discussing that person's remuneration or matters where that person may have a personal interest.
- 5.7 A Committee meeting may take place using any form of technology that the Chair deems appropriate.
- 5.8 The Chair may, at their discretion, determine that the Committee's approval authority be delegated to a group comprising not less than two members of the Committee.
- 5.9 The meeting agenda and supporting documentation will be circulated to the Committee members within a reasonable timeframe prior to each meeting.
- 5.10 Should the Chair of the Committee be absent from a meeting, the members of that Committee present will appoint another independent director as Chair for that particular meeting (other than the Chair of the Board).
- 5.11 The Company Secretary of the Committee will circulate minutes of meetings to members of the Committee within a reasonable period following each meeting. The draft minutes shall then be tabled at the next Committee meeting for final review, and approval and signing by the Chair.
- 5.12 Copies of the Committee minutes, together with such reports received by the Committee as deemed appropriate, will be included in the monthly Board report. The Chair of the Committee will update the Board with a verbal report at the Board meeting following each Committee meeting.

6. Voting and Conflicts of Interest.

- 6.1 Each member present at a Committee meeting, including the Chair, has one vote.
- 6.2 In the event that votes are deadlocked, the Chair does not have a casting vote.
- 6.3 Any Committee member with a real or perceived conflict of interest, may not:
 - a. be present at a meeting while the matter is being considered by the Committee; and
 - b. vote on the matter being considered by the Committee,

unless the other members of the Committee agree otherwise.

7. Committee Performance.

- 7.1 The Board shall undertake a regular review, at least annually, of the Committee's effectiveness and performance as outlined in the Board Assessment Framework. The review will consider objectives and responsibilities including (without limitation) any matter set out in this Charter.

8. Review and publication of Charter.

- 8.1 The Committee is responsible for reviewing this Charter, and at least annually, and recommending any amendments to the Board. If the amendments to this Charter are not considered material, the Committee may approve the amendments without the need for the Board approval.
- 8.2 The Charter is available on Judo's website.

Revision History.

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