

Remuneration & Nomination Committee Charter

Experience Co Limited

ACN 167 320 470

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1 PURPOSE

1.1 The Remuneration and Nomination Committee (the Committee) is a committee of the Board of Experience Co Limited (EXP/Company/Group) with the specific powers delegated as set out in this Charter in accordance with the Group's constitution and Board Charter.

1.2 Duties & Responsibilities:

- (a) Consider the structure and key objectives of the Company's remuneration framework, review and make recommendations to the Board on effective remuneration packages, and employment terms, short and long term incentive plans, equity plans and Superannuation arrangements for senior executives including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) and direct reports to the CEO;
 - (b) ensure that the remuneration policies and practices are consistent with the Company's strategic goals, values and culture;
 - (c) assist the Board in the appointment, election and re-election of Directors;
 - (d) review and make recommendations to the Board in relation to the size, composition and performance of the Board and its Committees;
 - (e) review and recommend to the Board any changes to Non-Executive Directors' fees, and Board Committee Fees, any changes to the maximum aggregate level of remuneration approved by shareholders, the manner in which fees may be taken, and any other remuneration arrangements for Non-Executive Directors;
 - (f) monitor, review and report to the Board on diversity, including gender diversity, of the Board, Senior Executives and in the workforce of the Group;
 - (g) ensure that appropriate succession plans are in place (including for recruitment and appointment of directors and senior executives).
- 1.3 The Committee does not relieve Directors of their responsibilities relating to r these matters.

2 MEMBERSHIP

- 2.1 Unless the Board determines otherwise, the Committee shall comprise at least three non- executive Directors a majority of whom must be independent. The Chairman will be an independent non-executive Director. Only non-executive Directors may be members of the Committee.
- 2.2 The Committee members must be proposed by the Chairman of the Board and approved by the Board.

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- 2.3 A member of the Committee may, with the approval of the Committee Chairman and at the Group's expense, attend seminars or training courses in respect of matters relating to the functions and responsibilities of the Committee.
- 2.4 Cessation as a Director of the Board automatically terminates appointment as a member of the Committee.
- 2.5 The Committee Secretary will be a Company Secretary of the Company or the Company Secretary's nominee.

3 AUTHORITY AND POWERS

- 3.1 The Committee has authority to:
 - (a) investigate any activity within its Charter and any matters specifically requested by the Board;
 - (b) delegate authority to sub-committees;
 - (c) obtain outside legal or other independent professional advice as necessary to assist the Committee in the proper exercise of its powers and responsibilities, with the cost to be borne by the Group.
- 3.2 The Committee shall have unrestricted access to company records and any other document, report, material or information in the possession of an employee or external adviser of the Group. The Committee, as appropriate, has unrestricted access to all staff or external advisers of the Group.

4 MEETINGS

- 4.1 The Committee will meet as often as necessary in order to discharge its duties, but not less than two scheduled meetings per year.
- 4.2 A member of the Committee may request that a meeting of the Committee be convened at any time.
- 4.3 A quorum shall be any 2 members.
- 4.4 Decisions will be determined by a majority vote. The Chairman shall not have a casting vote.
- 4.5 The Committee may invite anyone it regards as appropriate to attend a meeting of the Committee.
- 4.6 Board members may attend any meeting of the Committee.
- 4.7 Should the Chairman of the Committee be absent from the meeting, the members of the Committee present at the meeting shall have the authority to choose one of their number to chair that particular meeting.

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- 4.8 The Committee Secretary will distribute in advance of a meeting of the Committee agenda and any related papers to each member of the Committee and any other persons determined by the Committee.
- 4.9 Committee Members must disclose any conflicts of interest to the Chairman of the Committee and abstain from participating in any discussion or voting on matters in which they have a material personal interest. The conflicted or interested Committee Member may be required to absent themselves during deliberations on matters to which the conflict or interest relates.
- 4.10 The Committee Secretary will prepare minutes of meetings for approval by the Chairman. Minutes of meetings shall be confirmed at the next meeting of the Committee or Board Meeting.

5 REPORTING TO THE BOARD

The Committee will report to the Board in a timely manner to enable the Board to discharge its duties effectively.

6 REVIEW

The Committee will review this Charter regularly to ensure that it provides best practice corporate governance principles and policies. All amendments are to be considered and as appropriate approved by the Board.

This Charter will be available on the Company's website.

Updated – August 2022