
Remuneration and Nominations Committee Charter

**As adopted by the Board of Count
Limited (ACN 126 990 832)**

Count Limited – Remuneration and Nominations Committee Charter

1. Purpose

- 1.1 The Remuneration and Nominations Committee ('Committee') is a Committee of the Count Board of Directors ('Board').
- 1.2 The Committee's primary purpose is to make recommendations to the Board on the following:
- (a) High level group remuneration policy for Partner Firm Principals (Partner Firm employees will continue to be the responsibility of each Partner Firm);
 - (b) Remuneration and incentive packages for Executive Directors and Senior Management on an annual basis;
 - (c) Human resources issues that may impact the Board or Count;
 - (d) Count's recruitment, retention and termination policies for Senior Executives;
 - (e) Remuneration and incentive packages for non-Executive Directors and Chair every three (3) years or as appropriate;
 - (f) The size and composition of the Board;
 - (g) The appropriate matrix of skills the Board members should collectively and individually maintain;
 - (h) Systems for the effective induction, training and development of Directors;
 - (i) A system of reviewing performance appraisal for the Board, its committee members, Directors and Chief Executive Officer;
 - (j) A system for the appointment of a Chief Executive Officer;
 - (k) The period for which a person should hold office as a Director;
 - (l) The period for which the Board Chair shall hold office;
 - (m) A system for the appointment of a new Board Chair; and
 - (n) Recommend retirement policies for non-Executive Directors.

2. Powers

- 2.1 Subject to the requirement to keep the Board informed of its activities, and to comply with any legal or regulatory requirements, the Committee has power to deal with and to recommend for approval by the Board, all matters falling within the scope of its purpose and duties as set out in this Charter and all other matters that may be delegated by the Board to the Committee from time to time, including power:
- (a) To make recommendations in relation to principles and policies for the management of remuneration for Partner Firm Principals, Senior Executives and non-Executive Directors of Count;
 - (b) To recommend any changes to Count staff remuneration, as appropriate;
 - (c) To sub-delegate its powers and discretions to executives of Count with or without power to delegate further;
 - (d) To take action in relation to specific human resources matters, in exceptional circumstances where appropriate;
 - (e) To approve the Remuneration Report for review by the Board and then submission to the Annual General Meeting;
 - (f) To develop a plan to identify, assess and enhance the necessary and desirable competencies and skills of Directors;
 - (g) To develop succession plans to ensure an appropriate mix of skills, experience, expertise and diversity on the Board and in Senior Executive roles;
 - (h) To develop processes for the identification and selection of new Directors;
 - (i) To make recommendations to the Board for the appointment of new Directors;
 - (j) To develop and recommend to the Board a system of induction procedures designed to allow new Directors to be able to participate fully and actively in decision making at the earliest opportunity;

- (k) To develop and recommend to the Board a system for the ongoing training and development of Directors;
- (l) To keep itself apprised of the latest developments, policies and trends in relation to Board performance and appraisal matters;
- (m) To develop and recommend to the Board a framework for the assessment and evaluation of the performance of the Chief Executive Officer and each Director, committee, and the Board;
- (n) To review the performance of retiring Directors and where appropriate, make recommendations to the Board for the Directors' re-election;
- (o) To develop processes for the identification and selection of a new Chief Executive Officer;
- (p) To make recommendations for the appointment of a new Chief Executive Officer;
- (q) To develop processes for the identification and selection of a new Board Chair;
- (r) To make recommendations for the appointment of a new Board Chair; and
- (s) To review succession planning for Senior Executives.

3. Board Skills Matrix

- 3.1 The Committee must prepare, (and revise from time to time taking into account any changing circumstances applicable to Count, or changes to the direction of Count, the Board determines to initiate), a comprehensive matrix identifying the appropriate skills, knowledge, experience, personal attributes, diversity and any other criteria the Committee considers the Board members must collectively and individually have to best serve the interests and responsibilities of Count ('Board Skills Matrix').
- 3.2 The Board Skills Matrix must at all times record the current mix of skills and diversity of the Board and if any are determined to be absent, the mix of skills and diversity that the Board is seeking to achieve in its membership.
- 3.3 The Board Skills Matrix must be used by the Committee to assist in the recommendations required to be made to the Board as set out in clauses 2.1(f) – (k).

4. Access

- 4.1 The Committee shall have direct access to Count's Officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice from advisers outside the company that it requires in order to assist it in meeting its responsibilities.

5. Duties

- 5.1 The duties of the Committee are not limited to, but may include:
 - (a) Recommending to the Board for approval, remuneration policies and remuneration packages of Executive Directors and Non-Executive Directors in accordance with law and regulation, including the process by which any pool of Directors' fees approved by security holders is allocated to Directors;
 - (b) Approving remuneration and short, medium and longer-term incentive policies and packages of Senior Executives;
 - (c) Approving Count's recruitment, retention, and termination policies and procedures;
 - (d) Determining whether there is any gender or other inappropriate bias in remuneration for Directors, Senior Executives and other employees and making recommendations to the Board in that respect;
 - (e) Reviewing and recommending to the Board for approval, any incentive schemes;
 - (f) Reviewing and recommending to the Board for approval, superannuation arrangements of Count;
 - (g) Professional indemnity and liability insurance for Directors;
 - (h) Reviewing succession plans for Senior Executives, Directors and Chair;
 - (i) Approving the dismissal of Senior Executives for wilful misconduct and other serious matters; and

(j) Approving training and development plans for Senior Executives, where appropriate.

5.2 The Committee shall ensure that the Board and Senior Executives are provided with sufficient information to ensure informed decision-making.

6. Membership & Term

6.1 The Committee shall consist of a minimum of three (3) members of Non-Executive Directors - a majority of whom must be Independent Non-Executive Directors. The Chair must be an Independent Non-Executive Director.

6.2 Appointment to the Committee will be for a minimum of one (1) year or as determined by the Board.

6.3 A quorum shall be two (2) members or any greater number determined by the Committee from time to time.

6.4 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a Director of the Board.

7. Chair

7.1 The Chair of the Committee will be an independent non-Executive Director. Should the Chair be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to Chair that particular meeting.

8. Voting

8.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

8.2 In the case of equality of votes, the Chair of the meeting, in addition to their deliberative vote has a casting vote.

9. Committee Member's Interests

9.1 A member of the Committee is not entitled to be present when their own salary or fee is discussed at a meeting and, subject to the discretion of the Chair, may or may not be entitled to be present when their performance is being evaluated.

9.2 Subject to the discretion of the Chair (having regard to any potential conflict of interest if and as applicable), an Executive Director who is a member of the Committee may not be entitled to be involved in the setting of remuneration for other Senior Executives that may indirectly affect their own remuneration in a material manner.

10. Company Secretary

10.1 The Company Secretary shall act as Secretary of the Committee.

11. Reporting

11.1 Proceedings of all meetings are minuted and signed by the Chair of the Committee. Minutes of all Committee meetings will be provided to the subsequent Board and Committee meeting.

12. Frequency of Meetings

12.1 The Chair will call a meeting of the Committee if so requested by any member of the Committee.

12.2 As a minimum, the Committee shall meet twice per annum.

13. Review of the Charter

- 13.1 This Charter is to be reviewed by the Board periodically to ensure it remains consistent with the Board's objectives and responsibilities.

14. Publication of Charter

- 14.1 A copy of this Charter is available at www.countau

Document control

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