

**Ambertech Limited**  
**Remuneration and Nomination Committee Charter**

**1. Purpose**

The Remuneration and Nomination Committee (“**Committee**”) is a committee of board of directors of Ambertech Limited (“**Board**”). The purpose of the Committee is to review and make recommendations to the Board in respect of remuneration and nomination matters.

**2. Responsibilities**

2.1 The Committee is to assist the Board:

- a. By making recommendations in respect of the following remuneration matters:
  - i. executive remuneration policies;
  - ii. the framework for any incentive plan (cash and equity based);
  - iii. the remuneration package for the Managing Director (fixed and at-risk);
  - iv. non-executive director fees;
  - v. superannuation arrangements payable; and
  - vi. the annual Remuneration Report.
- b. by recommending the framework for the performance review of:
  - vii. the Managing Director;
  - viii. the Board and its Committees,

with a copy of each completed review to be considered by the Board;

- c. by providing guidance and oversight on remuneration matters relating to key executives of the company.
- d. by periodically reviewing key employment metrics provided by management to assess alignment with remuneration and nomination policies;
- e. by making recommendations in respect of the following nomination matters:
  - ix. nomination policies;
  - x. board size, skills and composition and the independence of each director;
  - xi. in respect of new directors, the Managing Director and Company Secretary:
    - the process for the selection and appointment;
    - the terms of any appointment
    - proposed candidates for the Board’s consideration;
    - the induction program for any new officer
  - xii. succession planning for each of the Board and the Managing Director ; and
  - xiii. reviewing and recommending succession planning processes for key executives, recognising that identification and development of successors is an executive management responsibility
- f. by ensuring compliance with ASX Corporate Governance Principles and other regulatory obligations around disclosure and reporting of remuneration;

**Ambertech Limited**  
**Remuneration and Nomination Committee Charter**



- g. by periodically reviewing Management's framework to identify employees throughout the organisation that are high-performers or who have high-performance potential ("Talent");
  - h. by periodically reviewing management's approach to professional development and talent management, ensuring appropriate frameworks are in place, without assuming responsibility for day-to-day execution; and
  - i. by making recommendations in respect of key human resource policies, programs and frameworks.
- 2.2 While the Committee is to assist the Board by making recommendations to the Board, the Committee has no decision-making authority. Responsibility for implementing remuneration and nomination frameworks, policies, and day-to-day people management rests with the Managing Director and executive management. The Committee's role is to review, challenge, and recommend to the Board, not to administer or manage these frameworks.

**3. Committee Composition & Structure**

- 3.1 The Committee will comprise a minimum of two and maximum of three non-executive directors, the majority of whom must be independent directors.
- 3.2 The Chairman of the Committee must be an independent non-executive director.
- 3.3 The appointment and removal of Committee members is the responsibility of the Board.
- 3.4 The Board should disclose in its annual report:
  - a. a summary of the Committee's responsibilities as set out in this Charter;
  - b. the members of the Committee; and
  - c. the number of times the Committee met throughout the reporting period and the individual attendances of the members at those meetings.
- 3.5 If a Committee member ceases to be a director of the Board of the Company, that member ceases to be a member of the Committee with immediate effect.
- 3.6 The Company Secretary or his or her appointee will act as secretary of Committee meetings.

**4. Meetings and Attendees**

- 4.1 The Committee shall meet as often as required to fulfil its roles and responsibilities set out in this Charter and it is intended that the Committee shall meet at least twice per year.
- 4.2 The following procedures apply to the meetings:
  - a. there shall be a formal agenda and minutes to record the proceedings.
  - b. a quorum will require two Committee members.
  - c. any Board member is entitled to attend Committee meetings in an ex-officio capacity.
  - d. members of senior management and external advisors may be invited to Committee meetings.
  - e. decisions shall be determined by majority vote, but dissenting votes shall be reported to the Board. The Committee Chairman shall not have a casting vote.

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Ambertech Limited  
Remuneration and Nomination Committee Charter



- f. the Committee Chairman will report to the Board following each meeting on the recommendations and findings of the Committee.

**5. Access and Advice**

The Committee has unrestricted access to executive management, all employees and all company records and to the financial and legal advisors as considered necessary for the proper performance of the Committee's functions under this Charter.

**6. Review**

The Committee will, on a yearly basis, undertake an evaluation of its performance and effectiveness, review its membership and this Charter and make appropriate recommendations to the Board on any changes required.