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**WEEBIT NANO LIMITED**  
**GOVERNANCE COMMITTEE CHARTER**

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**Purpose**

This Charter sets out the role, responsibilities, composition, structure and processes of the Governance Committee ('**Committee**') established by the Board of Weebit Nano Limited ('**Weebit**').

**Role of the Committee**

1. The Committee will assist the Board of Directors of WeeBit Nano to ensure effective leadership at WeeBit Nano by overseeing director nominations, developing succession plans, providing professional development, and enhancing Board effectiveness. The Committee also oversees the Company's insider trading and conflict of interest policies.

**Committee Responsibilities**

2. In addition to the matters that are specified in the WBT Constitution or by law to be fulfilled by the Board, the Board has delegated the following matters, and the Committee is responsible for:

**Board Renewal and Development**

- Review and make recommendations to non-executive directors on the Board and Committees on the following Matters:
  - a) Process for nomination and selection;
  - b) Necessary and desirable competencies and experience;
  - c) Performance and process to review director contributions;
  - d) Succession plans for the Weebit Board and Board Chairs as well as plans to manage the succession of the CEO;
  - e) Induction programs as well as continuing professional development opportunities for non-executive directors.

**Board Skills**

- At least annual consider whether any changes are required to each Board skills matrix, having regarded to the mix of skills, expertise, experience and diversity that the Weebit Board current has or is looking to achieve in its membership, and reporting to the Board on any areas identified for further professional development or consideration in identifying candidate directors.

**Compliance and Policies**

- Establish rules for stock transactions and monitor the insider trading policy.
- Develop and recommend conflict of interest policy and review compliance
- Develop and recommend policies for Board director service, and succession in accordance with best practice.

**Board Effectiveness**

- Advise on strategies to enhance Board Director effectiveness and collaboration
- Lead periodic Board self-assessments
- Review individual Board Directors at term end for re-election suitability.

**Board Composition**

- Evaluate Board composition and future needs for diversity, skills and experience
- Make recommendations on criteria and qualifications for Board Directors
- Recruit, interview and nominate Board candidates.

**Training and Development**

- Reviewing and recommending to the Board a non-executive director professional development program having regard to the skills matrix and the corporate strategy and regularly reviewing the effectiveness of the program.

**Committee Roles**

- Make recommendations for Committee Chair and Members to the Board.

**Committee Composition**

3. The members of the Committee are appointed by the Board, in consultation with the Governance Committee.
4. The Committee will consist of at least three members all of whom are independent or non-executive directors of the Board.

#### **Committee Chair**

5. The Committee Chair is appointed by the Board, in consultation with the Governance Committee
6. The Committee Chair must be an independent director of the Board.
7. The Committee Chair's primary responsibilities are leading the Committee and overseeing the processes for the Committee fulfilling its responsibilities under this Charter. The Committee Chair is also responsible for:
  - a) Charing Committee meetings and facilitating open and effective discussion at Committee meetings;
  - b) Maintaining communications with Management and the Company Secretary in relation to the Committee's information requirements; and
  - c) Serving as the primary link between the Committee and the Board.

#### **Committee Secretary**

8. The Company Secretary of Weebit Nano, or such other person as they may nominate will act as the Committee Secretary.
9. The Committee Secretary reports directly to the Committee, through the Committee Chair, on all matters to do with the proper functioning of the Committee.
10. All Committee members have direct access to the Committee Secretary and vice versa.

#### **Committee Meetings**

##### **Frequency and Conduct**

11. The Committee shall meet at least four times per year or more frequently if necessary to fulfil its responsibilities. The Committee Chair will call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor or the Chair of the Board.
12. Each director of the Board shall have access to the Committee papers.

#### **Quorum**

13. A quorum shall be any two members or greater number determined by the Board and at least one member of the quorum must ordinarily reside in Australia.

#### **Attendance**

14. Independent or Non-Executive Directors of the Board who are not Committee Members may attend Committee meetings.
15. The following persons shall have a standing invitation to attend Committee meetings. The Committee may request that any of these persons withdraw for any part of the meeting:
  - a) Managing Director and CEO; and
  - b) Chief Financial Officer.

#### **Reporting**

16. The Committee Chair reports to the Board on matters considered by the Committee. The Report will be provided at the next meeting of the Board and may be verbal.
17. The Committee will refer to the Board any matters that have come to the Committee's attention that are relevant for the Board.
18. Committee meeting minutes will be provided to the Board for noting.

#### **Committee Charter Review**

19. The Committee will review this Charter once every two years to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.

20. Amendments to the Charter, other than updates to branding or position titles, are to be approved by the Board.

**Access to Information and Independent Advice**

21. The Committee will have unrestricted access to management and rights to seek explanations and additional information from management.
22. The Committee has authority to conduct or direct investigations into any matters within this Charter. The Committee may obtain external, independent legal or other professional advice as considered necessary or desirable by the Committee to assist it in any investigation or to carry out its responsibilities. As appropriate, the Committee will inform the Chair of the Board, the CEO, the CFO, and the Company Secretary of any decision to authorise such an investigation or obtain such external advice.

**Document Version Control:**

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