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**WEEBIT NANO LIMITED**  
**REMUNERATION COMMITTEE CHARTER**

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**Purpose**

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

**Role of the Committee**

1. The Committee is responsible for assisting the Weebit Board of Directors to oversee the compensation arrangements for the CEO, directors, chairperson, and senior management to ensure alignment with the Company's strategy, performance goals, and shareholder interests.
2. Its purpose is to design fair, competitive, and transparent remuneration frameworks that attract, retain, and motivate high-calibre talent, while reinforcing behaviours that drive long-term sustainable success. This includes setting salaries, profit sharing, bonuses, shares, and options.
3. The Committee reviews management proposals and presents them for approval to the full Board and, when necessary, to an Annual General Meeting (AGM) or Extraordinary General Meeting (EGM).

**Committee Responsibilities**

4. 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 responsibility for the following matters to the Committee:

**Annual Compensation Review**

- Review and approve the reward framework and policies;
- Review and recommend remuneration arrangements for the Managing Director and CEO and Company Executives;
- Assess at least annually the adequacy of the shareholder approved independent director fee pool.
- Monitor comparable compensation packages in relevant market industries and segments annually in preparation for the AGM.
- Propose changes to the Board of Directors, Chair and CEO remuneration as needed.

**Employee Share Plan**

- Monitor the long term and short variable employee incentive plans, including:
  - a) eligibility of employees;
  - b) terms of the share plan;
  - c) vesting outcomes based on performance against applicable targets and other factors the committee determines relevant (including risk behaviors); and
  - d) whether the board should consider exercising any discretion.

**Compensation Policies**

- Review and approve compensation policies for all employees.
- Monitor and approve any changes and exceptions to the implemented policies.

**Benchmark Management**

- Manage and approve the list of comparison companies for compensation benchmarks.

**Bonus KPI Management**

- Review and approve the process for setting targets, monitoring and evaluating the performance of the Managing Director and CEO and Group Executives
- Review and approve the process for setting accountabilities and evaluating the discharge of those accountabilities for responsible persons.

### **Senior Management Promotions**

- Review and approve annual bonus KPIs for all employees.
- Review and grade the previous year's annual bonus KPIs for all employees.
- Review and approve promotions of Senior Management and VP appointments.
- Present these promotions to the Board of Directors for final approval.

### **Committee Composition**

5. The members of the Committee are appointed by the Board, in consultation with the Governance Committee.
6. The Committee will consist of at least three members all of whom are non-executive directors and a majority of whom are independent directors of the Board.

### **Committee Chair**

7. The Committee Chair is appointed by the Board, in consultation with the Governance Committee
8. The Committee Chair must be an independent director of the Board and must not be the Chair of the Board.
9. 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**

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

### **Committee Meetings**

#### **Frequency and Conduct**

13. The Committee will meet at least four times a year or more if needed. The Committee Chair can call a meeting if requested by any Committee member, the external auditor, the internal auditor, or the Board Chair, especially to prepare for events like the AGM, Board bonus discussions, and competitive data reviews, which should be done by quarter three each financial year.
14. All Board directors can access Committee papers, but only Committee members are expected to review them.

### **Quorum**

15. 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**

16. Independent or Non-Executive Directors of the Board who are not Committee Members may attend Committee meetings but are not required or expected to do so.
17. The Weebit HR director, or equivalent will participate in all meetings and will work with the chairperson on setting the agenda and creating material for the meeting.
18. 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

19. 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.
20. The Committee will refer to the Board any matters that have come to the Committee's attention that are relevant for the Board.
21. Committee meeting minutes will be provided to the Board for noting.

### Committee Charter Review

22. 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.
23. 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

24. The Committee will have unrestricted access to management and rights to seek explanations and additional information from management.
25. 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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