

# Remuneration and Nomination Committee Charter

## 1. Introduction

### 1.1 Purpose of Charter

This is the Charter of the Remuneration and Nomination Committee ('the Committee') established by the Board of Select Harvests Limited ('Select Harvests') ('the Charter'). This Charter governs the operations of the Committee and sets out the Committee's role and responsibilities, composition, structure and membership requirements.

### 1.2 Purpose of Committee

The Committee is established to assist the Board in fulfilling its oversight responsibilities in relation to Select Harvests' remuneration and nomination strategy, and governance, policies and procedures as it relates to remuneration and nomination.

## 2. Definitions

**ASX** means ASX Limited or the financial market it operates (as the context requires).

**ASX Listing Rules** means the listing rules of the ASX.

**Board** means the Board of Directors of Select Harvests Limited.

**Corporations Act** means *Corporations Act 2001* (Cth).

**Employees** means any full or part time employees.

**Management** means the executive leadership team of Select Harvests.

## 3. Strategic Alignment

The Committee aims that its oversight responsibilities are aligned with the strategic pillars outlined in the Select Harvests' strategic plan and is discharging its corporate governance responsibilities by reviewing, advising and making recommendations to the Board on matters impacting remuneration and composition of the Board and the Committee. The Committee affirms Select Harvests' commitment to transparency, accountability, and the alignment of executive remuneration with company performance.

## 4. Membership

### 4.1 Composition

The Committee will:

- (a) comprise only of members of the Board and members will be appointed and removed by the Board;
- (b) be of sufficient size, independence and technical expertise to discharge its mandate effectively;
- (c) consist of:
  - at least three members;
  - a majority non-executive directors;
  - a majority of independent directors ('Independent Directors'); and
  - an independent Chair ('Committee Chair'), who will be nominated by the Board from time to time, but who will not be the Chair of the Board.

#### 4.2 Ceasing to be a member

A person will cease to be a member of the Committee if:

- (a) the person gives reasonable notice in writing to the Committee Chair of the person's resignation as a member of the Committee;
- (b) the Committee Chair gives the person notice in writing that the person is to cease to be a member of the Committee, or
- (c) the person ceases to be a Director, in which case the person automatically ceases to be a member of the Committee.

#### 4.3 Secretary

- (a) The Committee will have a secretary, which is to be the Company Secretary of the Board or such other person as nominated by the Board ('Committee Secretary').
- (b) The Committee Secretary will attend all Committee meetings.
- (c) The Committee Secretary, in conjunction with the Chair of the Committee, must prepare an agenda and the Committee papers, to be circulated to each Committee member at least five full working days prior to each meeting of the Committee.
- (d) The Committee Secretary will distribute a meeting timetable for each forthcoming calendar year and a calendar of agenda items to be covered at each meeting.

### 5. Meetings and authority of the committee

#### 5.1 Meetings

- (a) The Committee will meet often enough to undertake its role effectively, being at least three times each calendar year.
- (b) The quorum for any meeting will be 2 members.
- (c) Special meetings may be convened as required. The Chair will call a meeting of the Committee if requested to do so by any member of the Committee, by the external auditors or by the Chair of the Board.
- (d) The Committee may invite such other persons (for example, staff, Managing Director/CEO, CFO, external parties) to its meetings, as it deems necessary, whether on a permanent or ad hoc basis.
- (e) The proceedings of all meetings will be minuted and these will be included in the papers for the next Board meeting after each Committee meeting.

#### 5.2 Authority

The Board authorises the Committee, within the scope of its responsibilities, to:

- (a) investigate any matter brought to its attention with full access to all books, records and facilities; seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties;
- (b) obtain outside accounting, tax, legal, insurance, compliance, risk management or other professional advice as it determines necessary to carry out its duties.

### 6. Duties and responsibilities

The duties and responsibilities of the Committee are to review and recommend to the Board:

- (a) Executive remuneration and incentive policies and frameworks for Management team members.
- (b) Non-executive director fees that are in the form of cash, superannuation contributions or other forms of remuneration as approved by the Board.

- (c) The non-executive director fee cap as recommended to the Board for Annual General Meeting endorsement.
- (d) Select Harvests' key remuneration and nomination policies in relation to:
  - I. Diversity, Equity & Inclusion.
  - II. Board, Managing Director and Key Management Personnel ('KMP') remuneration.
  - III. STIP Rules.
  - IV. LTIP Rules.
- (e) Assist the Board Chair in the performance review of the Managing Director as required.
- (f) Oversight of the Management team performance and development reviews.
- (g) Succession planning for the Managing Director (and their direct reports) and other senior executives of Select Harvests.
- (h) Annually review and approve objectives for achieving diversity objectives.
- (i) Oversight of the business culture including culture survey.
- (j) The preparation of the Remuneration Report for Select Harvests' Annual Report in accordance with the requirements of the Corporations Act and the ASX Listing Rules. The Chair of the Committee will attend and be available to answer questions regarding the annual Remuneration Report at the Annual General Meeting.
- (k) The application of ASX, government and related agencies' superannuation and remuneration increases and related reporting requirements.
- (l) Board succession planning.
- (m) The appointment and re-election of non-executive directors.
- (n) Non-executive directors' skill alignment to Select Harvests' needs and Board composition recommendations.
- (o) Provide to the Board, nomination/s for any Board or Committee vacancy, noting gender and diversity recommendations.
- (p) Review of the Board's performance in accordance with the requirements of the Board Charter.
- (q) Consider any other matters referred to the Committee by the Board.

## 7. Reporting to the Board

- (a) The Committee will regularly report to the Board on all matters relevant to its role and responsibilities.
- (b) The Chair will report and make recommendations to the Board after each meeting.
- (c) The Committee will seek direction and guidance from the Board as appropriate.

## 8. Access to Information and Independent Advice

- (a) The Committee may seek any information or advice necessary to fulfil its responsibilities.
- (b) It has access to Management and internal/external auditors.
- (c) It may obtain professional advice at Select Harvests' cost and meet with advisers without Management present.

## 9. Legal Advice

Communication between the Committee and the General Counsel seeking legal advice will be considered privileged communications for Select Harvests.

## **10. Continuing Education of Committee Members**

Select Harvests will provide appropriate training and support to maintain Committee members' remuneration and nomination knowledge and development.

## **11. Other matters**

### **11.1 Amendment of the charter**

This Charter can only be amended with approval of the Board.

### **11.2 Adoption of Charter and periodic review**

This Charter was adopted by the Board on 27 October 2025 and takes effect from that date and replaces any previous charter in this regard.

The Committee must review and reassess this Charter every three years and, on each occasion, obtain the approval of the Board to any amendments to the Charter. The Board will also review this Charter periodically.

The Company Secretary will communicate any amendments to Employees as appropriate.

<b>Last Revised Date:</b>	October 2025
<b>Date approved:</b>	27 October 2025
<b>Accountable:</b>	Chair, Remuneration and Nomination Committee
<b>Contact:</b>	Company Secretary