



▲ NOMINATION &
REMUNERATION
COMMITTEE CHARTER

Board Approved: 24 June 2020



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1. Preamble

The Nomination and Remuneration Committee is a committee of the Board of Boom Logistic Limited.

2. Charter review

The Nomination and Remuneration Committee Charter will be reviewed annually. Any changes will require the approval of the Board.

3. Objectives

The Committee's principal function is reviewing and making recommendations to the Boom Logistics Board on remuneration packages and policies applicable to directors, senior executives and Company employees generally.

The Committee is also responsible for:

- recommending criteria for the nomination and appointment of Directors to the Board, including the process for identifying suitable Board candidates;
- recommending policies in relation to the evaluation of the performance of the Board and individual Directors.
- recommending policies in relation to the retention and termination of senior executives;
- reviewing and making recommendations in relation to the company's superannuation arrangements;
- recommending and reviewing the company's diversity policy, including the establishment and monitoring of measurable objectives for gender diversity.

4. Committee Composition

- The Committee shall comprise a minimum of three members, a majority of which are independent directors.
- The Committee Chair shall be any Director who is an independent director.
- Committee membership shall be recommended to the Board by the Committee Chair.

5. Meetings

The Committee will meet as required.

A meeting shall only occur when there is at least two members available to attend. Other members of the Board can attend Nomination and Remuneration Committee meetings and the Remuneration Committee may invite other people including any Boom employees to attend all or part of its meetings, as it deems necessary or appropriate. However, if a person has a material personal interest in a matter that is being considered at a meeting, he/she must not be present for consideration of that matter.

In discharging its responsibilities, the Committee is to have access to adequate internal and external resources as required, including the appointment of any independent experts to enable it to carry out its responsibilities

Meetings of the Committee shall be minuted and such minutes shall be included with the Agenda documents for the following Board meetings.

6. Duties & Responsibilities

6.1 Nomination and Performance Review of Directors

The Committee has responsibility to advise the Board with regard to the following Director related processes:

- Reviewing and recommending to the Board the size and composition of the Board,
- Reviewing and making recommendations in relation to successions plans for the Board, Chairman and CEO;
- Reviewing and recommending to the Board the criteria for Board membership, including assessment of necessary and desirable competencies of Board members;
- Assisting the Board as required in identifying individuals who are qualified to become Board members;
- Making recommendations to the Board with regard to the appointment and removal of Directors.
- Establishing policies and assisting the Board as required in relation to the performance evaluation of the Board, its Committees and individual directors;
- Developing and implementing plans for identifying, assessing and enhancing director competencies;
- Ensuring that an effective induction process is in place for any newly appointed director and regularly reviewing its effectiveness.

6.2 Remuneration of Directors and Senior Executives

The Committee has responsibility to advise the Board on all remuneration related matters including the following:

- Reviewing and making recommendations with regard to remuneration policies applicable to Directors, senior executives and company employees generally.
- Reviewing and making recommendations in relation to the remuneration of non-executive Directors, CEO and other senior executives.
- Reviewing and recommending general remuneration principles, including incentive schemes, bonuses, and share plans that reward individual and team performance.
- Reviewing and making recommendations to the Board with regard to termination policies and procedures for Directors, the CEO and senior executives;
- Reviewing and making recommendations in relation to the company's superannuation arrangements;
- Reviewing and approving an annual remuneration report and make recommendations to the Board for the inclusion of the Remuneration Report in the company's annual report.

6.3 Diversity

The Committee has responsibility to advise the Board in relation to the establishment and ongoing monitoring of the company's Diversity policy. This includes:

- the establishment and ongoing monitoring of measurable objectives for achieving gender diversity.
- assisting the board with an annual assessment of gender objectives and the progress in achieving them;
- reviewing and making recommendations to the Board in regard to diversity disclosures in the company's annual report;
- assisting the Board with the ongoing review of the company's diversity more broadly - including gender, age, and ethnicity.

7. Review of Committee Performance

The members of the Nomination and Remuneration Committee shall appraise the Committee's performance on an annual basis. The performance of the Committee shall be measured against this Charter and may also be periodically independently reviewed by the Chair of the Board.