

**BOTANIX PHARMACEUTICALS LIMITED ("COMPANY")  
NOMINATION AND REMUNERATION COMMITTEE CHARTER**

**INTRODUCTION**

The primary function is to consider and recommend compensation arrangements for the Managing Director, Executive Directors and senior executives, remuneration policies and practices, retirement termination policies and practices, company share schemes and other incentive schemes, company superannuation arrangements and remuneration arrangements for members of the Board. The committee shall also determine the state of director nominees for election to the Board and to identify and recommend candidates to fill casual vacancies.

**1. MEMBERSHIP**

- 1.1. Subject to a lesser number of members of the Board of Directors being available, the Nomination and Remuneration Committee shall comprise of at least two (2) non-executive directors of the Company, with a majority of members to be independent non-executive directors.
- 1.2. The Chairman and members of the committee are appointed by the board and may be appointed for specified terms. Membership of the committee will be reviewed annually by the board.
- 1.3. The Chairman of the board may not be the Chairman of the committee.
- 1.4. The Company Secretary is Secretary to the committee.

**2. OBJECTIVES**

- 2.1. The primary functions of the Nomination and Remuneration Committee are to:
  - Make specific recommendations to the board on remuneration of directors and senior officers;
  - Recommend the terms and conditions of engagement for the Managing Director and Executive Directors;
  - Undertake a review of the Managing Director's and Executive Directors' performance, at least annually, including setting the Managing Director's and Executive Directors' goals for the coming year and reviewing progress in achieving those goals;
  - Consider and report to the board on the recommendations of the Managing Director and Executive Directors on the remuneration of all direct reports; and
  - Develop and facilitate a process for board and director evaluation.
  - Developing and regularly reviewing a policy on Board structure.
  - Developing criteria for Board membership.
  - Identifying and screening specific candidates for nomination.
  - Ensuring there is an appropriate induction and orientation program in place.
  - Making recommendations to the Board for committee membership.
  - Ensuring there is an appropriate Board succession plan in place.
  - Ensuring the performance of the Board and its members is regularly reviewed.
  - Developing with Directors an appropriate training and development program.
  - Overseeing management's succession planning (as appropriate) including the Managing Director or Executive Directors and their direct reports.

- Assisting the Chairman in advising Directors about their performance and possible retirement.
- Reviewing the policy in respect of tenure, remuneration and retirement of Directors.

### **3. ACCESS**

- 3.1. The committee may invite any executive director, executive, other staff member or external advisors to attend all or part of a meeting of the committee.
- 3.2. The committee may consult independent experts if it considers it necessary in order to fulfill its responsibilities.

### **4. MEETINGS**

- 4.1. The committee meets six-monthly and on an as-needed basis.
- 4.2. The Secretary, in conjunction with the Chairman, shall draw up an agenda, which shall be circulated at least one week prior to each meeting to the members of the Committee
- 4.3. The Chairman will call a meeting of the Committee if so requested by any Committee member.
- 4.4. Any committee member may call a meeting of the committee.
- 4.5. A quorum is two members.

### **5. REPORTING**

- 5.1. The Chairman of the Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting.
- 5.2. The minutes of all Committee meetings shall be circulated to members of the Board.
- 5.3. The Committee shall have no executive powers with regard to its findings and recommendations.
- 5.4. The Chairman of the Committee is to report to the Board and, as appropriate, make recommendations to the Board after each Committee meeting, concerning matters dealt with by the Committee.

### **6. POLICY AND PROCEDURE FOR SELECTION AND APPOINTMENTS OF DIRECTORS**

- 6.1. Directors are selected by reference to their background and experience which is relevant to the business needs of the Company. New directors are invited to join the Board by the Chairperson, who makes the invitation based on recommendations made by the Committee and approved by the Board.