

# Remuneration Committee Charter

## 1. Establishment of the Committee

This document sets out the specific responsibilities delegated by the Board to the Remuneration Committee of QRxPharma Limited ACN 102 254 151 (“the Company”) and provides support for the manner in which the Committee will operate.

## 2. Objectives and Purpose

The primary objective of the Remuneration Committee is to assist the Board to discharge its responsibilities with regard to the following areas:

- enabling the Company to attract and retain executives and directors who will create value for shareholders and who will support the Company’s mission;
- fairly and responsibly rewarding executives having regard to the performance of the Company, the performance of the executive and the general pay environment including incentive schemes;
- ensuring that the Company had appropriate remuneration policies and monitoring their implementation including with respect to Executives, Senior Managers and Non-executive Directors; and
- ensure that reporting disclosures related to remuneration meet all relevant legal requirements.

## 3. Committee’s responsibilities

The Committee’s responsibilities include:

- assisting the Board in setting the executive remuneration policy including the operation of the Company’s Employee Share Option Plan;
- making recommendations to the Board for reviewing and approving the remuneration of executive directors; and
- reviewing and approving the remuneration of the Executives as defined by the Board from time to time.

Remuneration for non-executive directors is set by the Board.

## 4. Structure of Committee Membership

The structure of the committee is as follows:

- The Committee shall be appointed by the Board and comprise not less than 2 directors or such number as determined by the Board.
- A majority of members of the Committee must be non-executive directors.
- The current members are:

Peter Farrell – Chairman

Michael Quinn

## 5. Expertise of Committee Membership

Committee members, where possible, must:

- have a sound knowledge of the Company's businesses, organisation structure and related executive/employee remuneration policies and practices.
- be able to demonstrate relevant knowledge at a senior management level of company remuneration and reward programmes and the setting of performance objectives, and related industry practices.
- have an appropriate understanding of the law and ASX disclosure requirements in respect of executive and Director remuneration.
- have an appropriate understanding of corporate governance matters particularly in relation to Board and Director responsibilities and ASX best practice guidelines.

## 6. Company Secretary

The Company Secretary or their nominee will act as Secretary to the Committee, unless otherwise determined by the Committee.

## 7. Liaison

The Human Resources Manager, or the person for the time being carrying out that role, will be the principal liaison between executive management and the Committee on remuneration matters and will normally be invited to attend meetings.

## 8. Proceedings

*Frequency:*

- The Committee will meet as frequently as required but must not meet less than once each year.
- The Secretary to the Committee or any member may call a meeting of the Committee.

*Attendance:*

- Members of the Board, Company management or independent consultants may attend all or part of each meeting at the invitation of the Chairman, voting at Committee meetings being restricted to Committee members

*Quorum:*

- A quorum for a meeting shall be a minimum of two (2) non-executive director Committee members. All meetings shall be conducted subject to an agenda circulated by the Chair or their nominee and incorporating any matters raised by other members of the Remuneration Committee or referred by the Board.

*Chair:*

- In the absence of the Chair, the remaining members will, when relevant, elect one of their number as Chair of the meeting.

*Minutes:*

- The Secretary shall maintain minutes of all meetings of the Remuneration Committee. The minutes shall be signed by the Chairman.

*Non-Consensus:*

- Where the Committee is unable to reach consensus on a matter, the Chairman of the Committee will report this to the Chairman of the Board. The Chairman of the Board will determine whether it is appropriate that the matter be resolved by the Board or by obtaining independent advice.

**9. Authorities***Access:*

- The Committee has unrestricted access to executive management, all employees and all company records and to financial and legal advisers.

*Independent Advice:*

- The Committee, or any individual member, with the approval of the Chairman of the Board, is entitled to obtain independent professional or other advice at the expense of the Company where they consider it necessary to carry out their duties.

**10. Reporting**

The Chairman of the Remuneration Committee shall report to the Board subsequent to each Committee meeting, matters to be discussed will generally cover:

- results of remuneration setting for all relevant Directors and senior executives;
  - performance criteria;
  - minutes and formal resolutions; and
  - other key activities and major issues of which the Board should be informed.

*Annual General Meeting and Annual Report*

- the Chairman or their nominee must attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility, including the Remuneration Report.
- the Remuneration Committee is responsible for review and approval of the Remuneration Report and of disclosures in the Company's annual report regarding the Committee, its activities and performance.

**11. Terms of Reference Review**

The Committee must conduct an annual review of its performance and effectiveness, inviting comments from all members of the Board, at a meeting to be decided each calendar year. It must recommend to the Board any suggested changes in the duties and responsibilities of the Committee and the terms of reference.

**12. Privacy**

The Committee recognises that all personal information provided to members is subject to the *Privacy Amendment (Private Sector) Act 2000*.