

## REMUNERATION & NOMINATIONS COMMITTEE CHARTER

### 1 ABOUT THE CHARTER

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#### Introduction

This charter sets out the End Food Waste Australia Limited (EFWA) [the Company] Remuneration and Nominations Committee's (RNC) composition, responsibilities and meeting and reporting processes.

#### Establishment of EFWA Remuneration and Nominations Committee

- (a) The Board of EFWA has established a Remuneration and Nominations Committee (the Committee) to assist the Board to discharge its responsibilities relating to:
  - (i) remuneration and other personnel policy issues for the Company;
  - (ii) Board performance reviews and Director remuneration; and
  - (iii) nominations for director election - policy and processes for the Company as required under Sections 22-25 inclusive of the Company constitution.
- (b) The Committee has authority from the Board to review and investigate matters within the scope of this Charter and make recommendation to the Board in relation to any action. Except where indicated to the contrary in this Charter, such as at item (c) below, the Committee has no delegated authority from the Board to approve any action arising from its reviews and investigations and the Board retains authority over such matters other than those matters detailed in the Company's Delegation Policy.
- (c) The Committee has the following delegated decision making authority:
  - i Setting the CEO KPI's
  - ii Assessing the CEO's performance against the CEO's KPI's
  - iii Assessing the company's performance against the Company KPI's
  - iv Determining the allocation of the bonus pool (bonus pool as approved by Board)
  - v Staff remuneration adjustments
  - vi Changes to organisational structure
  - vii Director nomination process
  - viii Board and director evaluation process
- (d) This Committee and the functions it performs do not diminish the ultimate responsibility of the Board in the subject matter of this Charter.

### 2 COMPOSITION

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#### Membership

- (a) Committee members will be appointed by the Board and comprise at least three (3) members who are Company non-executive directors plus any external members as determined by the Board.
- (b) The Chair of the Committee will be appointed by the Board and must be a Company non-executive director.

- (c) Should the Committee Chair be absent from a meeting, the members present at the meeting will choose one of their Company non-executive director number to be chair for that particular meeting.
- (d) The Committee secretary will be agreed between the Committee and the CEO.

### **Appointment and Term**

- (a) The Board decides appointments, rotations and resignations within the Committee having regard to the Corporations Act 2001 (Cth) and EFWA's Constitution.
- (b) In the event that a Company non-executive director Committee member ceases to be a Director of the Company, it will result in the automatic termination of appointment as a member of the Committee.
- (c) The term of external members is determined by the Board.

## **3 RESPONSIBILITIES**

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### **Remuneration and other personnel policy**

The Committee will review and where appropriate make recommendations to the Board on the following matters:

- (a) Employment contract Template;
- (b) Personnel performance management and incentive systems;
- (c) Company KPIs;
- (d) CEO KPIs and performance reviews;
- (e) Annual reviews of performance against Company KPIs;
- (f) Annual remuneration reviews and adjustments; and
- (g) The continuing appropriateness of remuneration and other personnel policies and procedures.

### **Leadership Team Appointments**

- (a) The CEO will consult with the Committee when making new Leadership Team appointments

### **Board performance reviews and Director remuneration**

The Committee will review and where appropriate make recommendations to the Board on the following matters:

- (a) Board performance reviews against Board KPIs;
- (b) Individual Director performance reviews;
- (c) Director remuneration; and
- (d) The continuing appropriateness of Board performance & Director remuneration policies and procedures.

### **Nominations for Director election**

The Committee will review and where appropriate make recommendations to the Board on the following matters:

- (a) The Company's Director nomination process that will include:
  - (i) the ability for nominees for Director positions to be identified, including by Members and Directors;
  - (ii) due consideration of nominees, including against the current and future skills and diversity needs of the Company and the requirements of any grant agreements;
  - (iii) the recommendation of nominees to Members prior to the relevant annual general meeting
- (b) The continuing appropriateness of Director nomination policies and procedures.

#### **4 MEETINGS**

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- (a) The Committee will meet as frequently as considered necessary by the Committee for it to discharge its role effectively.
- (b) The Committee Chair must convene a meeting if requested to do so by any Committee member or the CEO.
- (c) Members of the Board who are not Committee members may attend Committee meetings.
- (d) The CEO will attend Committee meetings unless not required by the Committee Chair.
- (e) Meetings may be held in person, or by telephone, video or internet conferencing.
- (f) The timing of Committee meetings will be decided in consultation with management.
- (g) The Committee Chair, assisted by the Committee secretary, is responsible for creating and circulating the agenda for meetings, and keeping the minutes of meetings and circulating them to Committee members and to other Board members.
- (h) A quorum for a meeting consists of two people that are either members of the Committee or members of the Board.
- (i) A motion will be passed by a simple majority of votes cast in favour by Committee members and Board members (other than Committee members) present and eligible to vote. In the event of an equal number of votes being cast for and against a motion, the Committee Chair will have a casting vote.
- (j) The Committee may pass or approve a resolution without holding a meeting in accordance with the procedures (so far as they are appropriate) in section 36 of the Company constitution.

#### **5 MINUTES OF COMMITTEE MEETINGS**

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- (a) The Committee must keep minutes of its meetings.
- (b) Minutes of each Committee meeting must be included in the papers for the next full Board meeting after each meeting of the Committee.
- (c) Minutes must be distributed to members of the Committee after the Chair has approved them.
- (d) Minutes, agendas and supporting papers are available to all directors upon request to the Committee secretary, except if a conflict of interest exists.

#### **6 ACCESS**

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- (a) The Committee may seek information it considers necessary to fulfil its responsibilities.
- (b) The Committee has all reasonable access to external consultants within an annual budget approved by the Board and to senior management of the Company to fulfil its responsibilities.

- (c) The Committee Chair will brief the Board on any externally sourced advice at the next appropriate Board meeting.

## **7 FEES**

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Other than the Committee Chair, Committee members are not entitled to receive remuneration for serving as a member of the Committee. Payment to the Committee Chair and non-director committee members is decided by the Board.

## **8 PUBLICATION**

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A copy of the Charter placed on the Company website in line with best governance.

## **9 REVIEW**

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- (a) This Charter will be reviewed by the Committee, and if necessary, updated annually and any changes will be recommended to the Board for the Board's approval.
- (b) The Committee will review its performance annually and report to the Board on the outcome of that evaluation.

## **APPROVAL**

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**Approved**



**Geoff Starr**

**Date 16<sup>th</sup> February 2026**

**Chair EFWA Board**

### **Document Version Control Table**

Policy Author: EFWA	Policy Owner: Company Secretary
Status: Final	Review period: Bi-annual
Version: 4.1	Next review date: March 2027
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## Document History

Version	Date Approved	Approver	Description of revision	Internal Distribution	
				Date	Recipient/s
1	24 October 2018	FFWL Board	Initial version	24 Oct 2018	Board Members
2	30 April 2020	FFWL Board	To allow for board members that are in attendance but not members of the committee to count towards the attainment of a quorum and for passing motions.	19 May 2020	Board Members
3	2 March 2021	RNC	To provide the RNC with some delegated decision making authorities as agreed with the Board		
4	13 May 2025	Board	To update company name, add Leadership Team Appointment, update details regarding fees for Chair of Committee, and other minor amendments.		
5	16 February 2026	RNC	Update to reflect new EFWA Chair name and signature	14 April 2026	Board Members