



WOLLONGONG COAL LIMITED
ACN 111 244 896
(Company)

NOMINATION AND REMUNERATION COMMITTEE CHARTER

1 Purpose of this document

This document sets out the functions and responsibilities of the Company's nomination and remuneration committee (**Committee**) within the governance structure of the Company and its subsidiaries (together, **Group**).

2 The Committee

The Committee is established by the board of directors of the Company (**Board**) to review, evaluate and make recommendations to the Board in relation to the selection and appointment practices of the Company.

3 Structure and operation

3.1 Membership

The chairperson and members of the Committee are appointed by the Board.

In making such appointments, the Board should aim to ensure that the Committee consists of a minimum of three members, a majority of which (including the chairperson of the Committee) being independent non-executive directors of the Company.

3.2 Quorum

The quorum for any Committee meeting is at least two members and may include the chairperson of the Committee.

3.3 Meetings

The Committee will meet at least once per annum and more often if deemed necessary.

3.4 Attendance

Any director of the Company (**Director**) may attend a meeting of the Committee for the purposes of discussion (without any entitlement to vote).

No Director (regardless of whether or not s/he is a member of the Committee) may be present at a Committee meeting when issue/s relating to that person is/are being discussed by the Committee.

3.5 Committee secretary

Unless the Board or the Committee determines otherwise, the company secretary of the Company will also be the secretary of the Committee.

3.6 External advice and right to obtain information

The Committee is entitled to:

- (a) consult with expert advisers at the expense of the Company to seek expert advice;
- (b) obtain information from the Group; and
- (c) interview management,

in each case, where it considers it necessary to carry out its duties.

3.7 Reporting to the Board

Recommendations from the Committee to the Board will be included in the Board Papers under items for decision by the Board and be accompanied by information supporting the recommendation to enable Directors to make a considered decision.

In addition, the chairperson of the Committee will keep the Board informed on the deliberations of the Committee.

4 Role and responsibilities

4.1 Nomination processes

The Committee is responsible for reviewing, evaluating and making recommendations to the Board in relation to:

- (a) Board succession planning generally;
- (b) induction and continuing professional development programs/initiatives for Directors;
- (c) the development and implementation of a process for evaluating the performance of the Board, its committees and Directors;
- (d) the process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- (e) the appointment and re-election of Directors;
- (f) ensuring there are plans in place to manage the succession of the Chief Executive Officer and other senior executives;
- (g) any other similar matters identified or requested by the Board from time to time.

4.2 Remuneration processes

The Committee is responsible for reviewing, evaluating and making recommendations to the Board in relation to:

- (a) the Company's remuneration framework for Directors, including the process by which any pool of Directors' fees approved by security holders is allocated to Directors;
- (b) the remuneration packages to be awarded to senior executives;
- (c) equity-based remuneration plans for senior executives and other employees;
- (d) superannuation arrangements for Directors, senior executives and other employees;
- (e) whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees;
- (f) the Group's recruitment, retention and termination policies and procedures for senior executives;
- (g) any remuneration report to be included in the Company's annual report; and
- (h) any other similar matters identified or requested by the Board from time to time.

4.3 Diversity Policy

The Committee has an overarching role to:

- (a) monitor the effectiveness of the Company's Diversity Policy from time to time;
- (b) adopt, assess and review the measurable objectives for achieving diversity from time to time; and
- (c) review and report to the Board annually on those objectives and on the Group's progress in achieving them.

5 Review of this document

The Committee is responsible for reviewing this document from time to time. This document may be amended by resolution of the Board.