REMUNERATION & NOMINATION COMMITTEE CHARTER

Last Review: June 2026
Status: Final

1.1 Membership

The Committee will be appointed by the Board and will consist of a minimum of three members. The Committee must have a majority of independent Directors, all of whom must be Non-executive Directors.

The Board will appoint the Chair of the Committee.

The Board may appoint additional Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

The Company Secretary must attend all Committee meetings as minute secretary.

1.2 Conduct of Meetings

(a) The quorum for any meeting shall be at least two members.

(b) The Committee is to meet at least two times per year and at such additional times the Chair may decide in order to fulfil its duties.

(c) Attendance at Committee meetings by non-Committee members, including management, will be at the invitation of the Committee.

(d) In the absence of the Chair of the Committee, the Committee members must elect one of their number as Chair for that meeting.

1.3 Access to Resources, Management and Advisors

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties.

1.4 Reporting

The Committee is to report on its meetings to the Board including any material matters arising out of its meetings and provide recommendations of the Committee to the Board for decision.

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and will be open at all times for inspection by any Director.

All Directors will be permitted, within the Board meeting, to request information of the Chair of the Committee or members of the Committee.

1.5 Role and Responsibilities – Nomination

As requested by the Board, the Committee shall fulfil the following responsibilities in respect of its nomination function:

(a) Assist the Board as required to develop a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.

(b) Review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Board Chair, Committee Chairs and SGH Managing Director and Chief Executive Officer (MD&CEO).

(c) Review and recommend to the Board the criteria for Board membership, including assessment of necessary and desirable competencies of Board members. The Committee will have regard to the policy and procedure in relation to the selection and appointment of new directors (attached to the Board Charter).

(d) Review and recommend to the Board membership of the Board, including:

(1) Making recommendations for the re-election of Directors, subject to the principle that a committee member must not be involved in making recommendations to the Board in respect of themselves; and

(2) Assisting the Board as required to identify individuals who are qualified to become Board members (including in respect of executive Directors), having regard to: the skills, experience, expertise and personal qualities that will best complement Board effectiveness; the capability of the candidate to devote the necessary time and commitment to the role; diversity of members of the Board; and potential conflicts of interest and independence.

(e) Assist the Board as required in relation to the performance evaluation of the Board, its committees and individual Directors, and in developing and implementing plans for identifying, assessing and enhancing Director competencies.

(f) Review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time.

(g) Review the Board Charter on a periodic basis and recommend any amendments for Board consideration.

(h) Ensure that an effective induction process is in place and regularly review its effectiveness and ensure that appropriate professional development opportunities are provided on an ongoing basis for Directors.

(i) Assist the Board as required in relation to the Board's consideration of diversity, equity and inclusion matters, including measurable objectives for gender and other dimensions of diversity.

1.6 Role and Responsibilities – Remuneration

As so requested by the Board and/or the SGH MD&CEO, the Committee shall fulfil the following responsibilities of the Committee in respect of its remuneration function:

(a) Provide advice and support and serve as a sounding-board for the SGH MD&CEO and Board in human resource matters;

(b) Provide advice to the SGH MD&CEO on senior executive remuneration, appointment of new senior staff including proposed remuneration packages and the corporate remuneration structure;

(c) Make recommendations to the Board on remuneration of the SGH MD&CEO and the awarding of any contracted bonuses;

(d) Approve the remuneration, including incentives and other conditions of service, for Key Management Personnel and other executives reporting directly to the SGH MD&CEO;

(e) Obtain external advice on which to make recommendations to the Board on remuneration of Non-Executive Directors and, as necessary, in relation to any aspects of the corporate remuneration structure;

(f) Review and make recommendations to the Board on the design, terms and overall functioning of the Company's equity plans, including any material amendments to plan rules and the establishment of new equity plans.

(g) In respect of offers and grants under the Company's equity plans, the Committee has delegated authority from the Board to approve:

(i) the annual cycle of grants to Key Management Personnel and other executives reporting directly to the SGH MD&CEO, within the parameters of the remuneration framework approved by the Board;

(ii) individual grants, awards and offers to participants other than Key Management Personnel, including the determination of vesting outcomes, treatment on cessation of employment, and the application of Board discretion in respect of those participants; and

(iii) any other offer or grant under an equity plan with an aggregate face value at or below a materiality threshold approved by the Board from time to time.

(h) All other offers and grants, including any matter concerning the SGH MD&CEO's equity participation, are reserved to the Board on the recommendation of the Committee;

(i) Provide Senior Management a forum for consideration and advice on employee relations and human resource issues and remuneration competitiveness in the marketplace and the industry;

(j) Review and advise on Senior Management's succession planning and employee development policies;

(k) Review and make recommendations to the Board on remuneration by gender and recommend strategies or changes to address any pay bias;

(l) Approve the appointment of remuneration consultants for the purposes of the Corporations Act 2001 (Cth);

(m) Ensure that the Committee, the Board and management have sufficient information and external advice available to them to ensure informed decision-making regarding remuneration;

(n) Review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices;

(o) The Committee shall conduct reviews of, and monitor the implementation of, the Company's remuneration framework to confirm it:

- encourages and sustains a culture aligned with the Company's values;
- supports the Company's strategic objectives and long-term financial soundness; and
- is aligned with the Company's risk management framework and risk appetite; and

(p) The Committee reviews and recommends to the Board incentive outcomes for the SGH MD&CEO and other senior executives based on performance against applicable performance hurdles and other factors that the Committee determines to be relevant (including whether the Board should consider exercising any discretion).

The Committee will rely on advice from the SGH MD&CEO and other relevant management on an ongoing basis, supplemented by independent external advice where the Committee considers appropriate.

1.7 Remuneration Policy

(a) In discharging its responsibilities as requested by the Board and/or SGH MD&CEO, the Committee must have regard to the following policy objectives:

(i) To ensure that remuneration packages properly reflect the duties and responsibilities of the employees and that the remuneration is at an appropriate but competitive market rate which enables the Company to attract, retain and motivate people of the highest quality and best skills from the industries in which the Company operates. This policy provides for the SGH MD&CEO to consider the remuneration packages paid within the industry and the impact these people are expected to have on the operational and financial performance of the Company;

(ii) To ensure the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its shareholders and having regard to relevant Company policies;

(iii) To structure short- and long-term incentives that are linked to the creation of sustainable shareholder returns;

(iv) To ensure the incentives for senior management encourage them to pursue the growth and success of the Company over the short, medium and longer term, without rewarding conduct that is contrary to the Company's values or risk appetite;

(v) To ensure the incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board;

(vi) To ensure the Company has a rigorous and transparent process for developing its remuneration policy and for fixing the remuneration packages of directors and senior executives, in light of the objective that the Company's remuneration framework is aligned with the Company's strategic objectives, values, purpose and risk appetite;

(vii) To ensure any termination benefits are appropriate; and

(viii) To ensure that risk behaviours and outcomes and any other relevant factors are reflected in the executive remuneration outcomes.

1.8 Diversity

(a) The Committee sets the measurable objectives for achieving gender diversity in senior executives and the workforce generally and charges management with designing, implementing and maintaining programs and initiatives to help achieve those measurable objectives.

(b) The Committee reviews with management at least annually the Company's progress towards achieving those measurable objectives and the adequacy of the Company's programs and initiatives in that regard.

(c) Each year the Committee will review the proportion of men and women on the Board, in senior executive positions and across the whole organisation.

(d) The Committee reviews the Company's gender pay gap and other pay equity outcomes, including the annual WGEA report as required under the Workplace Gender Equality Act 2012.

1.9 Review

The Committee will undertake an annual performance review to review the membership and Charter of the Committee. The Committee will make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

Charter updated in June 2026.