

## 1. Purpose

The Remuneration and Nomination Committee (**Committee**) has been established by the Board of Ingenia Communities Group (**Ingenia** or **Group**) to assist the Board with the responsibility for overall strategies in relation to the appointment, performance and remuneration of Directors, including the CEO/Managing Director, and senior executives. The Board also has a responsibility to review the composition of the Board and ensure it has the appropriate mix of skills and experience to properly fulfil its responsibilities.

The Committee has been established by the Board to assist in these areas of responsibility.

## 2. Responsibilities of the Committee

The Committee has the following responsibilities.

### a) People and Culture

- Assist the Board to monitor culture, as outlined in the Code of Conduct, including the Group's values in and achievement of its purpose;
- Oversee and monitor the Company's approach to culture and employee engagement, and inform the Board of material matters relating to culture and the results of the culture survey;
- Monitor the effectiveness of the Group's diversity and inclusion strategy, policy and practices;
- Annually assess and make recommendations to the Board on gender diversity targets and measurement of these targets; and
- In consultation with the Managing Director/CEO, review and approve the overall remuneration approach for the Group and oversee the development and implementation of the remuneration policies.

### b) Non-Executive Directors

- Review, consider and make recommendations to the Board on the remuneration for each Non-Executive Director (as distinct from the remuneration structures of executive directors and senior executives);
- Review the on-going appropriateness and relevance of the non-executive director remuneration; and
- Review director appointment letters as appropriate.

### c) Nomination

- Review and monitor the size, composition and desired competencies of the Board as well as the Board skills matrix;
- Annually assess and make recommendations to the Board on the independence of directors;

- Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;
- Review and recommend to the Board for approval the appointment and re-election of Non-Executive Directors, after considering the necessary and desirable competencies of Board members to ensure the appropriate mix of skills and experience, and ensure appropriate checks have been undertaken;
- Arrange and oversee an annual performance evaluation of the Board and its committees;
- Assess and consider the time required to be committed by a non-executive director to properly fulfill his or her duty to the Company and advise the Board; and
- Review directorships in other public companies held by or offered to directors and senior executives of the Company.

#### **d) Executive Directors, Managing Director and Senior Management**

- Review and recommend to the Board the overall strategies in relation to recruitment, retention and termination policies for senior executives and directors;
- Review the ongoing appropriateness and relevance of the executive remuneration guidelines and other executive benefit programs;
- Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Group, the performance of the executive and prevailing remuneration expectations in the market; and
- Review, consider and make recommendations to the Board on the terms of employment and remuneration for the Managing Director/CEO (including base pay, incentive payments, equity awards, retirement rights, termination payments, service contracts) having regard to the executive remuneration guidelines;
- Review, consider and make recommendations to the Board on the terms of employment, remuneration for each executive director (including base pay, incentive payments, equity awards, retirement rights, termination payments, service contracts) having regard to the executive remuneration guidelines;
- Review, consider and recommend to the Board on the terms of employment and remuneration (including incentive awards, equity awards and service contracts) for the executives reporting to the Managing Director/CEO and, as part of this review, oversee an annual performance evaluation of the executive team; and
- Review and make recommendations to the Board in relation to the development plans and succession plans for the Managing Director/CEO and executives reporting to the Managing Director/CEO.

## e) Equity Based Incentive Plans and Employee Share Scheme

- Review and recommend to the Board the design of any equity-based incentive plans that may be introduced (**Plan/s**) in the light of legislative, regulatory and market developments;
- For each Plan, determine each year whether awards will be made under that Plan;
- Review and recommend to the Board the total proposed awards under each Plan;
- In addition to considering awards to executive directors and direct reports to the Managing Director/CEO, review and recommend to the Board the proposed eligibility and quantum of rights issued under the Group Rights Plan;
- Review performance hurdles for each equity-based incentive plan; and
- Review and recommend to the Board the Group any material changes to the terms of any existing Group equity-based incentive plans including the Group Rights Plan Rules; and
- Review and recommend the quantum and eligibility for share issues under the general Employee Share Scheme.

## f) Other Responsibilities

- Review and recommend to the Board the disclosure of remuneration in any public material, including the Remuneration Report in the Group's Annual Report;
- Appoint the external remuneration consultants; and
- Monitor the independence of external remuneration consultants.

## 3. Composition, Membership and Performance

The Committee should comprise:

- At least three members;
- Only Non-Executive Directors, a majority of whom are independent; and
- An independent chair, who is not the chair of the Board.

The Board shall appoint the Committee members and may remove or replace the Chair of the Committee and Committee members by resolution. The Board will undertake a review of the composition of the Committee at least annually.

The Committee shall perform an evaluation of its performance to determine whether it is functioning effectively by reference to current best practice. The Board will evaluate the performance of the Committee as appropriate.

## 4. Meetings

- The Committee will meet at least twice per year, or more frequently as necessary;
- Quorum for a Committee meeting is two members;
- A notice of each meeting confirming the date, time, venue (or by any technological means), agenda, including supporting papers be forwarded to each member of the Committee as soon as practicable prior to the date of the meeting;
- Any director of the Board may attend and speak at a Committee meeting. Any invitee of a Committee member may attend and speak at a meeting with the approval of the Chair;
- The Secretary will ensure that a record of submissions and papers, together with minutes of meetings are maintained and be made available for review by any director who is not a member of the Committee; and
- The Chair shall report the findings and recommendations of the Committee to the Board after each Committee meeting.

## 5. Resources, Information and External Advisers

The Committee will inform the Board if it considers that it does not have adequate resources or access to information to enable it to perform its duties properly.

The Committee members have unrestricted access to any information they require from any Ingenia Group employee and external auditors, for the purpose of carrying out their functions as Committee members.

The Committee may also commission independent legal, accounting or other professional advice which is considered a reasonable expense by the Board.

## 6. Disclosure of Interests

A member of the Committee must disclose any interest that they have in any matter under consideration.

## 7. Review of Charter

The Committee will review this Charter on an annual basis and make recommendation to the Board as to any changes it considers appropriate.