

NEXT SCIENCE®

People, Culture and Remuneration Committee Charter

This Charter sets out the role, responsibilities, composition and processes of the People, Culture and Remuneration Committee (**Committee**) established by the Board of directors of Next Science Limited (**Next Science**) pursuant to rule 77 of Next Science's Constitution.

1 Composition of the Committee

The members of the Committee will be appointed by the Board and the Committee should consist of:

- (a) only non-executive Directors of the Company;
- (b) at least three members, the majority of whom have been assessed by the Board as being independent; and
- (c) a chairman appointed by the Board who is an independent Director and is not Chairman of the Board.

The Board will decide appointments, rotations and resignations within the Committee having regard to the ASX Listing Rules, the prevailing edition of the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations" and the Company's Constitution.

In selecting the members of the Committee, the Board will take into consideration the desirability of all members of the Committee having a sound understanding of people, culture and remuneration practices.

2 Secretary

The Company Secretary will act as Secretary to the Committee.

3 Responsibilities

The role of the Committee is to assist the Board in fulfilling its responsibilities to shareholders, regulators and other stakeholders in relation to Next Science's people, culture and remuneration policies and practices.

The Committee will:

People and Culture

- (a) review and oversee Next Science's key people and organisational culture strategies and their alignment with Next Science's values, mission and strategy;

Remuneration

General

- (b) review Next Science's remuneration framework and policies to confirm that they support Next Science's strategic objectives, encourage and sustain a culture aligned with Next Science's values and are aligned with Next Science's risk management framework and the Board's risk appetite and recommend any proposed changes to the Board;

Non-Executive Directors

- (c) review and make recommendations to the Board on:

- (1) the remuneration of non-executive directors including the remuneration of the Chair of the Board and Chairs of Board Committees including obtaining benchmarking data where necessary;
- (2) whether circumstances exist which make additional remuneration including exertion allowances appropriate in the case of any individual non-executive director; and
- (3) any proposed increase to the non-executive director fee pool; and

Executives

- (d) review and make recommendations to the Board on:
 - (1) the remuneration arrangements, including fixed and short-term and long-term remuneration, for the Managing Director and in consultation with the Managing Director, executives reporting to the Managing Director; and
 - (2) the remuneration outcomes for the Managing Director and in consultation with the Managing Director, executives reporting to the Managing Director; and

Performance

- (e) oversee the process for the annual performance evaluation of the direct reports to the Managing Director;
- (f) in consultation with the Board Chair, make recommendations to the Board in respect of the process for the annual performance evaluation of the Managing Director; and
- (g) make recommendations to the Board in respect of the process for the annual evaluation of the performance of the Board and Board Committees; and

Diversity

- (h) review annually and make recommendations to the Board on:
 - (1) Next Science's diversity policy and diversity strategies including strategies to address any gender pay gaps;
 - (2) Next Science's diversity objectives and its progress towards achieving them; and
 - (3) the relative proportion of women and men on the Board, in senior executive positions and in the workforce generally; and

Incentive plans

- (i) review and make recommendations to the Board regarding:
 - proposed new incentive plans (either cash or equity) for any Next Science personnel;
 - proposed changes to existing incentive plans;
 - proposed invitations under incentive plans including performance hurdles and other vesting conditions; and
 - the award of incentives including the satisfaction or otherwise of performance hurdles and any other vesting conditions applicable to the incentive and whether or not circumstances exist under which it would be appropriate for the Board to exercise any discretion reserved to the Board under the rules of the relevant incentive plan; and
- (j) oversee the administration and operation of incentive plans including but not limited to determining any disputes involving questions of fact or interpretation concerning any incentive plan; and

Minimum shareholding rules

- (k) review and make recommendations to the Board on proposed changes to minimum shareholding rules for directors and executives; and

Talent and Succession Planning

- (l) review and make recommendations to the Board on the appointment of direct reports to the Managing Director;
- (m) make recommendations to the Board in respect of the succession plan for the Managing Director;
- (n) oversee the development of and changes to the succession plans for direct reports to the Managing Director;
- (o) review at least annually the Board's balance of skills, knowledge, experience, expertise, independence, diversity and commitment and report to the Board on any gaps identified in the Board's collective skills which need to be addressed by professional development or the appointment of a new director; and
- (p) review and make recommendations to the Board on the re-election of Directors; and

Termination arrangements

- (q) review and make recommendations to the Board on proposed separation arrangements in respect of direct reports to the Managing Director; and

Director independence

- (r) assess and make recommendations to the Board at least annually on the independence of individual directors; and

Annual remuneration report

- (s) oversee the preparation of Next Science's annual remuneration report including compliance with the requirements of the *Corporations Act 2001* and recommend the report to the Board for approval.

4 Reporting

The Committee Chair will:

- (a) report to the Board on the proceedings and resolutions of each Committee meeting at the following Board meeting;
- (b) be available at the Company's Annual General Meeting to respond to any shareholder questions on the Company's Remuneration Report or the Committee's areas of responsibility; and
- (c) immediately inform the Chair of the Board of any matters brought to the attention of the Committee which may materially impact the financial condition or reputation of Next Science.

5 Authority and Access

In carrying out its responsibilities, the Committee will have unrestricted access to:

- (a) all employees of the Company;
- (b) the Company's financial, legal and other professional advisers and the Company's external auditor; and
- (c) all Company records,

except in circumstances where there is a conflict of interest and subject to any legal requirements which prohibit such access.

The Committee is authorised to obtain, at the Company's expense, such independent legal or other professional advice as it considers necessary to perform its responsibilities under this Charter.

6 Meetings

Pursuant to rule 77.4 of the Company's Constitution, the provisions of the Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of the Committee.

The Committee will meet at least twice each year and more frequently if it considers it necessary to fulfil the Committee's responsibilities.

Directors who are not members of the Committee may attend Committee meetings except in circumstances where there is a conflict of interest.

The Committee has the authority to require the attendance of any member of management of Next Science at a meeting of the Committee. The Managing Director will normally be invited to attend Committee meetings.

In the absence of the Committee Chair, the members shall elect one of their number who is an independent non-executive director to chair the meeting.

7 Review of Charter

The Committee will review this Charter at least annually to ensure that it continues to meet the needs of Next Science, the recommendations of the ASX Corporate Governance Council and the needs of the Committee.

Any changes to this Charter must be approved by the Board.

This Charter was adopted by the Board on 16 December 2020