



Remuneration & Nominations Committee Charter

Charter Number: C3.7

Purpose

- (a) The Remuneration and Nominations Committee Charter (the **Charter**) sets out the role, responsibilities, powers, authority and membership requirements of the Remuneration and Nominations Committee of Metro Mining Limited ABN 45 117 763 443 (the **Company**), an entity listed on the Australian Securities Exchange (**ASX**).
- (b) This Charter is to be read in conjunction with the Company's Constitution, the ASX Listing Rules, and the ASX Corporate Governance Council's Principles and Recommendations (4th Edition).
- (c) The Charter is available on Metro Mining website at <http://www.metromining.com.au/about-us/corporate-governance/>

Committee Members

The Board has established a Remuneration and Nominations Committee (Committee).

The Committee membership will comprise:

- (a) Only non-executive Directors;
- (b) A majority of Independent Directors; and
- (c) An Independent Chairperson who is not the Chairperson of the Board.

The Committee is to comprise at least three members. Where there are not three or more non-executive Directors of the Company, the Board may appoint other members to the Committee at the Board's discretion.

Members are appointed and may be removed by the Board.

A quorum of the Committee will be two members.

The CEO/MD, General Manager – People and Culture and the Company Secretary will attend the Committee meetings as required. However, the Committee may also exclude them from its discussions from time to time at its discretion. The Committee may invite other persons to attend meetings as appropriate.

The Company Secretary will act as secretary to the Committee.

Role & Responsibilities

- (a) The Committee is a Committee of the Board.
- (b) The Committee is responsible for assisting the Board in relation to:
 - i. The appointment of Directors, the CEO/MD, the CFO and the General Counsel/Company Secretary and the review of the performance of such persons;
 - ii. the oversight of the remuneration framework of the Company, as well as strategies and policies relating to people and culture matters;
 - iii. assessing the remuneration of Directors, the CEO/MD, and the Executive Leadership Team (ELT); and
 - iv. ensuring compliance with legal and regulatory requirements, including disclosure obligations under the Corporations Act and the ASX Listing Rules.
- (c) The Committee will discharge its responsibilities by:
 - i. developing criteria for identifying, assessing, and recommending suitable candidates for a position on the Board by implementing processes (including a skills matrix) to assess the necessary and desirable skill sets of Board members including experience, expertise, skills, personal attributes, diversity, and requirements of the Board & Board Committees;
 - ii. recommending the appointment of non-executive directors to the Board;
 - iii. annually review the composition of each Committee and present recommendations for Committee memberships to the Board;
 - iv. annually reviewing and updating the skills matrix and skills mix of the Board;



- v. at least every three years, engage an independent external expert to assess and report to the Board about the effectiveness of the Board and the skills required for the Board to competently discharge its responsibilities and meet its objectives;
 - vi. identifying and reviewing suitable candidates for appointment to the following positions – CFO and General Counsel / Company Secretary;
 - vii. developing and reviewing Board and ELT succession plans;
 - viii. recommending procedures for adoption by the Board for the proper oversight and performance management of the Board and ELT;
 - ix. monitoring that such procedures, once adopted, are implemented such that the performance of each member of the Board and of the ELT are reviewed and assessed at least annually in accordance with the procedures;
 - x. developing a process for the induction and education / training of new Directors and the continuing education, training, and development of all Directors;
 - xi. consider and endorse for Board approval any changes to the total remuneration budget for the year with consideration of affordability to the Company, market remuneration data and to balance market movement with performance-based pay models to continue to motivate staff to pursue the long-term growth and success of the Company;
 - xii. reviewing remuneration levels of the Board and the ELT and recommending changes as appropriate to the Board;
 - xiii. reviewing the annual Remuneration Report and recommending approval to the Board;
 - xiv. reviewing participants to be included in the short-term and long-term incentive plans and recommending approval to the Board;
 - xv. reviewing the design of equity-based incentive plans and recommending approval to the Board;
 - xvi. reviewing outcomes associated with short-term and long-term incentive plans and recommending approval to the Board;
 - xvii. monitoring people and culture related matters across the Company and receiving regular updates on any changes to the employee remuneration framework, employee benefits, strategies to increase employee engagement, employee complaints, etc; and
 - xviii. monitoring legal and regulatory changes as they relate to remuneration as well as people and culture matters.
- (d) Membership of the Committee will be disclosed in the Annual Report.

Reporting

- (a) Proceedings of all meetings are minuted and signed by the Chairperson of the Committee.
- (b) The Committee, through its Chairperson, reports to the Board at the earliest possible Board Meeting after each Committee Meeting. Minutes of all Committee meetings are circulated to Directors. The report should include but is not limited to:
 - i. any matters that in the opinion of the Committee should be brought to the attention of the Board including recommendations requiring Board approval and/or action; and
 - ii. at least annually the Committee will provide the Board with a review of the formal written Charter and its continuing adequacy, and an evaluation of the extent to which the Committee has met the requirements of the Charter.
- (c) In addition, the Chairperson of the Committee must report to the Board (at the Board meeting at which the year-end financial statements are approved) summarising the Committee's activities during the year. The report (and where appropriate, any interim report) must include:
 - i. a summary of the Committee's main authority, responsibilities, and duties;



- ii. biographical details of the Committee's members, including expertise, appointment, dates, and terms of appointment;
- iii. details of meetings, including the number of meetings held during the relevant period and the number of meetings attended by each member;
- iv. explanation of any departures from Recommendations 2.1, 2.2, 2.3, 2.4, 2.5 or 2.6 of the *Corporate Governance Principles and Recommendations*;
- v. details of any change to the Independent status of each member during the relevant period, if applicable; and
- vi. details of any determination or recommendations made by the Committee in performing its functions.

Meetings & Attendance

- (a) The Committee will meet a minimum of three times each year and more frequently if required.
- (b) The Chairperson of the Committee, in consultation with the General Manager – People & Culture and the Company Secretary, will set the agenda of each meeting to ensure that the Committee discharges the duties and responsibilities set out in this Charter.
- (c) Other Directors (executive and non-executive) have a right of attendance at meetings. However, no Director is entitled to attend that part of a meeting at which an act or omission of that Director or a contract, arrangement or undertaking involving or potentially involving that Director or a related party of that Director is being investigated or discussed.
- (d) If in the opinion of the Committee, their investigation or discussion will be assisted by hearing from the interested Director, the Committee may invite that Director to address the Committee. The Committee will give fair consideration to that address. The Director will not, however, be invited to take part in the deliberations following that address.

Authority

- (a) The Committee is a Committee of the Board and has no authority independent of the functions delegated to it. The functions of the Committee do not relieve the Board of any of its responsibilities.

Access

- (a) The Committee shall have unlimited access to the external and internal auditors, and to senior management of the Company and any subsidiary. The Committee shall also have the ability and authority to seek any information it requires to carry out its duties from any officer or employee of the Company and such officers or employees shall be instructed by the Board to co-operate fully in provision of such information.
- (b) The Committee also has the authority to consult independent experts where they consider it necessary to carry out their duties. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.