



Clime Capital Limited

REMUNERATION COMMITTEE CHARTER



REMUNERATION COMMITTEE CHARTER

The Board of Clime Capital Limited (“Company”) has established the Remuneration Committee in accordance with ASX Listing Rules and the ASX Corporate Governance Principles and Recommendations.

This Charter sets out the Remuneration Committee’s objective, authority, composition and structure, roles and responsibilities, reporting and administrative arrangements.

Objective

The objective of the Remuneration Committee is to provide specific recommendations on remuneration packages and other terms of employment for Directors and executives.

Composition and Structure

The Remuneration Committee must comprise of at least three members, all of whom will be Non-Executive Directors, who are independent of the management of the Company. The Chairman of the Committee will be appointed by the Board from time to time. Due to the size and structure of the Board, and considering the number of Non-Executive Directors, it will not always be practicable for the Chairman of the Committee to be both independent and someone other than the Chairman of the Board.

A quorum for any meeting will be two members of which two shall be Non-Executive Directors. The Company Secretary will attend Remuneration Committee meetings and keep minutes.

Authority

Within the limits of this Charter, the Remuneration Committee may make determinations about matters for which it is responsible.

Responsibilities

The responsibilities of the Remuneration Committee are to review the remuneration packages for Directors and Executives, having regard to performance, relevant comparative information and, where appropriate, independent expert advice.

Procedures

The Remuneration Committee should meet for the annual reviews of Directors and executives as well as any other time that a Director or executive salary is negotiated.



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