

HaemaLogiX_____

Nomination and Remuneration Committee Charter

HaemaLogiX Limited
ACN 603 314 496

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1. OBJECTIVES

The board of directors (**Board**) of HaemaLogiX Limited (**Company**) has established the Nomination and Remuneration Committee (**Committee**). Its purpose is to support and advise the Board in fulfilling its responsibilities to shareholders, employees and other stakeholders of HaemaLogiX Limited and its related bodies corporate (**Group**) by:

- (a) reviewing and advising the Board on the composition of the Board and its committees and seeking to ensure that their composition reflects appropriate skills, expertise and diversity;
- (b) reviewing the performance of the Board and its committees, the chair of the Board (**Board Chair**), the executive and non-executive directors, and other individual members of the Board;
- (c) assisting the Board in fulfilling its responsibilities to stakeholders on remuneration activities by overseeing the development of the Board's remuneration policy and the remuneration of senior executives, non-executive Directors and Directors; and
- (d) ensuring that proper succession plans are in place for consideration by the Board.

2. AUTHORITY

The Committee has authority to exercise its roles and responsibilities as set out in this Charter and granted to it from time to time by resolution of the Board. The Committee has authority to conduct or authorise reviews of any matters within its scope of responsibility. It is empowered to:

- (a) retain outside advisers to advise the Committee or assist in the conduct of a review;
- (b) seek any information it requires from Board members and employees (all of whom are directed to cooperate with the Committee's requests) or external parties; and
- (c) meet with officers, employees, internal and external auditors, or outside legal advisers, as necessary and without management present.

3. FUNCTION

The primary function of the Committee is to assist the Board in fulfilling its responsibilities relating to nomination and remuneration practices of the Group, with the main objectives being to ensure:

- (a) the Board has an effective composition, size, and commitment to adequately discharge its responsibilities and duties; and
- (b) the Group has in place appropriate and unbiased remuneration policies and practices which promote inclusion and diversity, and which attract, retain, and reward persons who will pursue the Group's long-term growth and success.

4. NOMINATION RESPONSIBILITIES

- (a) In relation to its nomination function, the Committee is responsible for:
 - (i) identifying and recommending to the Board, nominees for membership of the Board;
 - (ii) identifying and assessing the necessary and desirable competencies and characteristics for board membership and regularly assessing the extent to which those competencies and characteristics are represented on the Board;
 - (iii) determining and monitoring the independence of individual Board members (including the criteria for determination);
 - (iv) reviewing and recommending the process for recruiting a new Board member, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board, undertaking appropriate checks on the candidate's character, experience, education, criminal record and bankruptcy, and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
 - (v) assessing and determining the time commitment needed from each Board member to adequately perform his or her duties;
 - (vi) ensuring succession plans are in place to maintain an appropriate balance of skills on the Board and reviewing those plans;
 - (vii) ensuring succession plans are in place to manage the succession of senior executives; and
 - (viii) recommending the removal of Board members.
- (b) In relation to its performance and education of Board members, the Committee is responsible for:
 - (i) at least annually reviewing the performance of the Managing Director / Chief Executive Officer (**CEO**);
 - (ii) developing and implementing processes for evaluating the performance of the Board, its committees, and individual Board members; and
 - (iii) reviewing and making recommendations to the Board on matters pertaining to induction and continuing professional development programmes for Board members.
- (c) The Committee will disclose to members of the Company the process for evaluating the performance of the Board, its committees and individual Board members in the Company's corporate governance statement and such other forums which the Board considers appropriate.
- (d) A member of the Committee must not participate in any review or assessment of their own performance.

5. SELECTION AND RECOMMENDATION OF NEW DIRECTORS

- (a) When reviewing a potential candidate for Board appointment the Committee will consider all relevant factors including:
 - (i) the skills, experience, expertise and personal qualities that will best complement Board effectiveness (including, having regard to the Board skills matrix);
 - (ii) the existing composition of the Board, having regard to the factors outlined in the Company's Diversity Policy and the objectives of achieving a Board with members from a diverse range of backgrounds;
 - (iii) the capability of a candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and
 - (iv) potential conflicts of interest and independence.
- (b) When recommending a potential candidate for Board appointment, the Committee will:
 - (i) provide the Board with detailed background information in relation to a potential candidate;
 - (ii) seek assistance in the identification of potential candidates from external search organisations if considered appropriate;
 - (iii) undertake appropriate checks before recommending a person or putting forward to shareholders a candidate for election as a Board member. This process may be assisted by the use of external organisations if considered appropriate;
 - (iv) make a recommendation regarding an offer to the Board. The Board Chair will only make an offer of a Board appointment after having consulted with all Board members; and
 - (v) ensure all new Board appointments are confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

6. SENIOR EXECUTIVES – REVIEW, OVERSIGHT AND SUCCESSION PLANNING

The Committee has the discretion to request involvement in the recruitment of Key Persons (being anyone with a direct reporting line to the CEO) within the Company's senior executive (C-suite) team including but not limited to:

- (a) identification, recommendation and appointment of appropriately qualified executive search and selection firms;
- (b) review and consideration of potential candidates for senior executive positions;
- (c) oversight and regular review of senior executive performance to be considered as a standing agenda item; and

- (d) assistance with senior executive succession planning to ensure a strong pipeline of capable candidates with the necessary skills, experience, expertise, personal qualities to achieve the Company's business objectives.

7. RE-ELECTION OF BOARD MEMBERS

- (a) Each year, the Committee will review each of the Board members who are seeking re-election having regard to:
 - (i) their independence;
 - (ii) the results of their performance review;
 - (iii) the time required from a non-executive director to undertake the role and whether they are meeting such requirement;
 - (iv) the Company's succession plan;
 - (v) their skill set relative to the Company's strategy; and
 - (vi) any other factor considered relevant to the member's contribution to the Board.
- (b) On the basis of its review, the Committee will make recommendations to the Board regarding whether to support the Board member's re-election and a summary of the reason why the Board makes such recommendations. This Committee's review should ensure that the Company can provide its shareholders with all material information in its possession to assist in making a decision on whether or not to re-elect a Board member.

8. REMUNERATION RESPONSIBILITIES

8.1 General

- (a) The Committee is responsible for developing, reviewing and making recommendations to the Board on:
 - (i) any changes to the Board (at least annually) regarding the remuneration of non-executive directors for serving on the Board and any committee (both individually and in total);
 - (ii) the Company's remuneration framework for Board members and the CEO, including the process by which any pool of non-executive directors' fees approved by shareholders is allocated; and
 - (iii) superannuation arrangements for Directors and the CEO.
- (b) The Committee is also responsible for monitoring and providing input to the Board regarding:
 - (i) legislative, regulatory or market developments likely to have a significant impact on the Group's employment issues;
 - (ii) Group remuneration policies, practices and systems and trends, including:

- (A) the trends in base pay for senior management relative to that of all employees; and
- (B) remuneration by gender;
- (iii) major changes to employee benefits structures in the Group; and
- (iv) as necessary, the perspective of external proxy advisers and shareholders on the remuneration policies, practices and the Company's annual remuneration report.
- (c) In relation to its remuneration function, the Committee is required to ensure there is no inappropriate bias in the recruitment, retention and remuneration policies and practices of the Group.
- (d) A member of the Committee / a member of the senior executive team must not participate in any review or assessment of their own remuneration.

8.2 Incentive schemes and equity-based remuneration

For any incentive schemes or equity-based plans which are adopted, the Committee is responsible for:

- (a) reviewing their terms of the plans and any awards under the plans (including any performance hurdles);
- (b) overseeing their administration (including compliance with plan rules and applicable laws);
- (c) considering whether shareholder approval is required or desirable for the schemes or plans and for any changes to them; and
- (d) ensuring that payments and awards of equity are made in accordance with their terms and any shareholder approval.

8.3 Structure of remuneration

In fulfilling these responsibilities, the Committee will ensure that:

- (a) a clear distinction is maintained between the structure of non-executive directors' remuneration and that of executives;
- (b) a proportion of executives' remuneration is structured in a manner designed to link rewards to corporate and individual performance (reflecting short- and long-term performance objectives appropriate to the Company's circumstances and goals);
- (c) any engagement of a remuneration consultant is approved by the Board and the remuneration consultant must report its recommendation directly to the members of the Board (other than an executive Director) and/or members of this Committee;
- (d) it and the Board are satisfied with the arrangements put in place to ensure that any remuneration recommendation made by the remuneration consultant is made free from undue influence from any person to whom the recommendation relates; and

- (e) it will provide the Board with information sufficient to ensure that the Board makes an informed decision in relation to the Committee's recommendations.

9. MEMBERSHIP

- (a) It is intended that the Committee consist of:
 - (i) a minimum of three members, a majority of whom are independent non-executive directors; and
 - (ii) an independent director as chair of the Committee (**Committee Chair**).
- (b) The Board may appoint additional Directors to the Committee or remove or replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.
- (c) Non-Committee members may attend all or part of a meeting at the invitation of the Committee Chair.

10. MEETINGS

- (a) The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet quarterly.
- (b) The quorum is at least 2 members present, either in person or by using technology.
- (c) Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.
- (d) The Company Secretary will distribute in advance of the meeting of the Committee the agenda and related papers to each of the Committee members or any other persons determined by the Committee.
- (e) The Committee should pursue collective decision-making and seek consensus where possible. The Committee Chair should test consensus and, if a unanimous view cannot be reached, decisions will be based on a majority view.
- (f) Each Committee member will have one vote. If any equal number of votes is cast for and against a resolution, the Committee Chair does not have a casting vote in addition to their vote as a Committee member and the resolution is not passed.
- (g) The Committee may seek the advice of the auditors, solicitors or other independent advisors, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee.
- (h) The Company Secretary will be responsible for keeping the minutes of its meetings and circulating them to the Committee Chair for review, and

thereafter circulated to the other members of the Committee and the Board as appropriate.

- (i) The minutes must be approved at the next meeting of the Committee. The Committee Chair should report to the Board after each meeting.

11. REVIEWS

- (a) The Committee is responsible for:
 - (i) reviewing the effectiveness of this Charter and the operations of the Committee; and
 - (ii) making recommendations to the Board of any amendments to this Charter.
- (b) The Committee shall review its performance on an annual basis.

12. APPROVED AND ADOPTED

This Charter was approved by the Board on 9 July 2025 and adopted from the date the Company is listed on the ASX.