Coventry Group Ltd

ABN 37 008 670 102

BOARD REMUNERATION COMMITTEE – CHARTER

Designation

Board Remuneration Committee

Reports To

Board of Directors

Purpose

The role of the Remuneration Committee (the Committee) is to assist the Board in ensuring that appropriate and effective remuneration packages and policies are implemented within Coventry Group Ltd (the Group) for the Chief Executive Officer, Executive Directors and direct reports to the Chief Executive Officer. The Committee's role also extends to the review of non-executive directors' fees.

Composition

The Committee will be comprised of at least three (3) members, a majority of whom are independent directors. Annually, the Board will reconsider the composition of the Committee.

Membership

Members of the Committee as at 30.06.2026:

Mr Neil Cathie (Chairman)
Ms Anne Lockwood
Mr Daniel Palumbo

Meeting Arrangements

The Committee will meet at least twice per year and at such additional times as the chairman of the Committee directs in order for the Committee to fulfil its duties.

A quorum will be two (2) Committee members.

The meeting secretary will act as secretary of the Committee and is responsible, in conjunction with the chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to Committee members prior to each meeting.

The meeting secretary will also be responsible for keeping the minutes of meetings of the Committee, and circulating them to Committee members and other members of the Board.

Decisions will be determined by majority vote, but the chairman will report the fact of a dissenting vote to Board when reporting the decision to Board. The chairman will not have a casting vote.

Access

The Committee shall have access to senior management of the Group and can seek such information it considers necessary to carry out its duties. The Committee can also access independent professional advice subject to prior consultation with the Chairman of the Board.

Duration and Amendments

This Charter will be reviewed annually by the Committee and the Board. Any changes will require the approval of the Board.

Duties and Responsibilities

The duties and responsibilities of the Committee are:

(i) To review and recommend to the Board, remuneration policies and packages for the Chief Executive Officer, and direct reports to the Chief Executive Officer.
(ii) To recommend to the Board any changes in remuneration policy including superannuation, other benefits and remuneration structure for executives identified in (i) above and which is likely to have a material impact on the Group.
(iii) To review and recommend to the Board proposals for employee and Non-executive Director equity plans.
(iv) To review and recommend to the Board proposals for short and long term incentive programmes for executives identified in (i) above.
(v) To review and recommend to the Board any changes to non-executive directors' fees.
(vi) To be informed of:

- Current trends in executive remuneration and associated incentive initiatives.
- Legislative issues associated with executive remuneration programmes.

History

Description	Date	Authority
Issue Date	05/02	The Board
Update	11/09	The Board
Update	06/18	The Board
Update	08/25	The Board
Update	09/26	The Board