

# Remuneration and Nomination Committee Charter

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Aura Consolidated Group, Inc. (**Company**)

Adopted by the Board on 22 May 2026

## 1 Committee Composition

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The Remuneration and Nomination Committee (**Committee**) of the Company must consist of:

- only non-executive directors;
- an independent director as Chair, designated by majority vote of the full Committee membership; and
- a minimum of three members of the Board.

The Board may appoint additional non-executive independent directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

All non-executive directors have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts. Other non-Committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

## 2 Role and Responsibilities

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### 2.1 Remuneration

The purpose of the Committee in respect of remuneration is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company's executive officers and directors and assist the Board with its oversight of the compensation of the Company's Chief Executive Officer (**CEO**).

The responsibilities of the Committee in respect of remuneration are as follows:

- (a) Review and recommend to the Board the selection, appointment remuneration, performance evaluation and succession plans for the CEO (including contract terms, annual remuneration and participation in the Company's incentive plans). The Committee will review and recommend to the Board for approval the corporate goals and objectives with respect to the compensation of the CEO. The Committee will evaluate the CEO's performance in light of these goals and objectives and, based upon this evaluation will recommend to the Board, the CEO's compensation.
- (b) Oversee an evaluation of the performance of the executive officers other than the CEO and, after considering such evaluation, review and set, or make recommendations to the Board regarding, the selection, appointment, remuneration, performance evaluation and succession plans for other senior executives (including contract terms, annual remuneration and participation in the Company's incentive plans).
- (c) Conduct regular reviews of, and monitor the implementation of, the Company's remuneration framework to confirm it:
  - (1) encourages and sustains a culture aligned with the Company's values;

- (2) supports the Company's strategic objectives and long-term financial soundness; and
  - (3) is aligned with the Company's risk management framework and risk appetite.
- (d) Approve major changes and developments in the Company's policies and procedures related to recruitment, retention, termination and performance assessment.
  - (e) Approve major changes and developments in the remuneration policies, pension / superannuation arrangements, personnel practices, industrial relations strategies for the Company.
  - (f) Review and recommend to the Board major changes and developments in relation to the Company's employee incentive plans (including equity plans).
  - (g) Oversee the operation of the Company's employee incentive plans in place from time to time, with full authority to administer the plans (except to the extent the terms of a plan require administration by the full Board), and to make grants of cash-based and equity-based awards under the plans, including recommending to the Board whether offers are to be made under any of the Company's employee incentive plans (including equity plans) in respect of a financial year.
  - (h) Review and recommend to the Board the terms of any incentive offers made to the CEO and other members of the senior executive team (including short-term and long-term awards), including any applicable performance targets and the relevant award opportunities.
  - (i) Assess and make recommendations to the Board on incentive award outcomes for the CEO and other members of the senior executive team based on performance against the applicable performance targets and any other factors that the Committee determines to be relevant (including whether the Board should consider exercising any discretion).
  - (j) Review and recommend to the Board the aggregate value of incentive award opportunities and the aggregate value of incentive award outcomes for all employees.
  - (k) Oversee that risk behaviors and outcomes and any other relevant factors are reflected in executive remuneration outcomes.
  - (l) Review and recommend to the Board the remuneration arrangements for the Chair of the Board and the non-executive directors, including fees, travel and other benefits.
  - (m) Engage and terminate, in its sole discretion, any compensation consultant or other advisor to assist in the evaluation of the CEO's compensation or any other matter that comes before the Committee and to approve the consultant's or other advisor's fees and retention terms. The Committee will be directly responsible for the appointment, compensation and oversight of any advisor it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.
  - (n) Review and facilitate stockholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.
  - (o) Review and recommend to the Board for approval any proposed consultancy arrangements with a director, senior executive or a related party of a director or senior executive.

- (p) Prepare the annual Compensation Committee Report, to the extent required.

## 2.2 Nomination

The purpose of the Committee in respect of nomination is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders.

The responsibilities of the Committee in respect of nomination are as follows:

- (a) Assist the Board to develop and regularly review its board skills matrix setting out the mix of skills, expertise, competencies, experience and diversity that the Board currently has or is looking to achieve in its membership.
- (b) Review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chair of the Board, having regard to the Board skills matrix and the objective that the Board comprise directors with a broad range of skills, expertise, competencies and experience from a broad range of backgrounds.
- (c) Review and recommend to the Board the criteria for nomination as a director and the membership of the Board more generally, including:
  - (1) making recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
  - (2) assisting the Board to identify qualified individuals for nomination to the Board, in accordance with the policy outlined in section 3.
- (d) Review succession plans for the CEO and other members of the senior executive team and identify and recommend to the Board candidates for the position of CEO and other members of the senior executive team where required, following background checks on these candidates being undertaken.
- (e) Oversee the annual self-evaluations of the Board, its committees and individual directors, in accordance with the criteria set forth in the Company's "Board Charter and Corporate Governance Guidelines".
- (f) Monitor that processes are in place to support director induction and ongoing education and regularly review the effectiveness of these processes.
- (g) Engage and terminate, in its sole discretion, any search organization to be used to identify director candidates, including sole authority to approve such search organization's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.
- (h) Overseeing the regular assessment of, and making recommendations to the Board as to, the independence of each director and associated disclosures.
- (i) Identify individuals qualified to become members of the Board, ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently independent backgrounds who contribute to the mix of experience, backgrounds, qualifications and skills of the Board, and recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.
- (j) Annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

### 3 Remuneration Policy and Practice

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- (a) It is intended that executive remuneration and incentive policies and practices will be performance based and aligned with the Company's purpose, values, strategic objectives and risk appetite.
- (b) The Committee will approve the Company's Remuneration Policy.
- (c) In the discharge of the Committee's responsibilities, no person should be directly involved in determining their own remuneration.
- (d) The Committee must at all times have regard to, and notify the Board as appropriate of, all applicable legal and regulatory requirements, including any stockholder approvals that are necessary to obtain.

### 4 Director Appointment and Re-election

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#### 4.1 Policy for director selection

Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- (a) the skills, experience, competencies, expertise and personal qualities that will best complement Board effectiveness, having regard to:
  - (1) the Board skills matrix; and
  - (2) the existing composition of the Board;
- (b) the criteria set forth in the Company's "Board Charter and Corporate Governance Guidelines";
- (c) the capability of the 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
- (d) potential conflicts of interest, and independence.

#### 4.2 Procedure for director selection

- (a) The Committee should prepare and consider a description of the role and capabilities required for a particular appointment in light of the balance of skills, experience, competencies, expertise and independence and diversity on the Board.
- (b) Detailed background information in relation to a potential candidate should be provided to all directors.
- (c) The identification of potential Director candidates may be assisted by the use of external search organizations as appropriate.
- (d) Appropriate checks should be undertaken in relation to all potential candidates. This process may be assisted by the use of external organizations as appropriate.
- (e) An offer of a Board appointment must only be made after having consulted all directors, with any recommendations from the Committee having been circulated to all directors.

- (f) All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

#### **4.3 Election and re-election of directors**

Each year, the Committee will review each of the directors who are seeking election or re-election in light of their independence, the result of their performance review, the Company's succession plans and any other factor considered relevant to the director's contribution to the Board. On the basis of its review, the Committee will make a recommendation to the Board regarding whether to support the director's election or re-election.

## **5 Rights of Access and Authority**

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The Committee has unrestricted access to information it considers relevant to its responsibilities. The Committee has rights of access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors.

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

## **6 Review of Charter**

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The Board will, at least once in each year, review the membership, performance and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, performance, Charter, responsibilities, functions or otherwise.

## **7 Committee Procedures**

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The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

## Committee Procedures

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### 1.1 **Meetings**

The Committee will meet as often as the Committee members deem necessary to fulfil their role. However, it is intended that the Committee will normally meet quarterly.

### 1.2 **Quorum**

The quorum is at least two members.

### 1.3 **Company Secretary**

The Company Secretary, or their delegate, must attend all Committee meetings as minute secretary.

### 1.4 **Convening and notice of meeting**

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every Committee member of every Committee meeting. 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.

### 1.5 **Independent advice**

The Committee may seek the advice of the Company's 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.

### 1.6 **Minutes**

Minutes of meetings of the Committee must be kept by the Company Secretary. All minutes of the Committee must be entered into a minute book maintained for that purpose and be available for inspection by any director.

### 1.7 **Reporting**

The Committee Chair will report regularly to the Board regarding the activities of the Committee and provide a brief oral report to the Board on any material matters arising out of Committee meetings. All directors may, within the Board meeting, request information from Committee members. A copy of the minutes of the Committee will also be provided to the Board with the Board papers. The Committee will also consider if any material matters arising out of committee meetings should be advised to any other Committee and, if so, ensure that this occurs.