

Intega Group Limited

Remuneration Committee Charter

APPROVED BY THE BOARD 25 JUNE 2021

ROLE AND OBJECTIVES

The role of the Committee is to assist and make recommendations to the Board to discharge its responsibilities relating to the compensation, bonuses, incentives and remuneration issues of the Directors, Key Management Personnel and staff.

The objectives of the Committee include:

- assisting the Board to determine a remuneration strategy that ensures all staff are aligned to achieving the business strategies of Intega Group Limited (Intega or Company) and delivering value to shareholders;
- monitoring that appropriate performance management, succession planning and talent development programs are carried out by management so the link between performance and reward is maintained; and
- providing effective oversight of the development of remuneration policies and practices to enable Intega to attract and retain senior management of the Company.

The Committee is empowered to investigate any matter, with full access to all books, records, company operations, and people of Intega and the authority to engage external consultants or other professional advisers as it determines necessary to carry out its duties.

The Committee is a committee of the Board established in accordance with Intega's constitution (Constitution) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time

MEMBERSHIP

The Committee will be appointed by the Board and shall consist of at least three members and be comprised solely of Non-Executive Directors, at least one of whom the Board considers to be independent. In this regard:

- the Board shall appoint the Committee Chair; and
- the quorum for meetings of the Committee shall be two members.

Members will be appointed for a fixed period of no more than three years, with Committee members generally being eligible for re-appointment for so long as they meet the relevant criteria. The Board may appoint such additional Directors to the Committee or remove and replace members of the Committee by resolution.

A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair. If a Committee member ceases to be a director of the Board their appointment as a member of the Committee is automatically terminated with immediate effect.

Members of management may attend meetings of the Committee at the invitation of the Committee Chair but must not be appointed members of the Committee.

The Company Secretary will attend the meetings to ensure accurate minutes are recorded. However, the Company Secretary is not a member of the Committee.

TIMING AND FREQUENCY OF MEETINGS

The Committee will meet at least annually to fulfil its responsibilities. However, the Committee will meet as often as Committee members deem necessary in order to fulfil their role. The Committee will also meet at the request of the Board. Minutes shall be prepared by the Company Secretary and approved by the Committee Chair in draft and circulated to all members of the Committee and to the Board.

REPORTING REQUIREMENTS

The Committee Chair will report to the Board at the next Board meeting. The report should cover the findings and recommendations of the Committee.

The minutes of the prior Committee meeting will be included in the Board papers for the subsequent Board meeting.

RESPONSIBILITIES AND FUNCTIONS

The Committee will be responsible for ensuring Intega observes prudent and pragmatic policies and practices designed to attract, retain and motivate Directors, Key Management Personnel and staff who will deliver long-term shareholder value and drive business performance and client service satisfaction.

REMUNERATION STRATEGY

The Committee will be responsible for:

- a) the remuneration framework and ensuring the framework aligns with the Company's purpose, values, strategic direction and risk appetite;
- b) the remuneration strategy for Directors, Key Management Personnel and staff having regard to the general pay environment, including setting remuneration at the level necessary to retain high performing executives and staff;
- c) reviewing general remuneration and recruitment policies and practices for Intega (including fixed remuneration, short term and long term incentives and any other benefits or arrangements) and where appropriate, recommend for adoption by the Board;
- d) short and long term incentive plans, including:
 - i. plan terms and conditions;
 - ii. performance hurdles, if any;
 - iii. invitations to participate in offers and the terms of participation;
 - iv. achievement of performance criteria (if any) and the final level of any payments, grants or allocations; and
 - v. the ability to claw back performance-based remuneration from executive directors and Senior Management where appropriate;
- e) equity plans, including:
 - vi. amendments to the terms of existing plans within the parameters of those plans;
 - vii. administration and operation of plans, including but not limited to determining disputes and resolving questions of fact or interpretation concerning the various plans; and
 - viii. the ability to claw back performance-based remuneration from executive directors and Senior Management where appropriate.

REMUNERATION MANAGEMENT & REVIEW

The Committee will be responsible for reviewing and making recommendations to the Board on:

- a) the total level of remuneration of Non-Executive Directors, including fees for Directors and the Chair and any additional fees payable for membership of Board committees; and
- b) the total level of remuneration for the Managing Director, including short and long term incentives; and
- c) the total level of remuneration for Key Management Personnel including their participation in short and long term incentives schemes based on the recommendations of the Managing Director.

PERFORMANCE MANAGEMENT

The Committee will be responsible for reviewing and making recommendations to the Board on:

- a) the performance targets and key performance indicators for the Managing Director; and
- b) the performance targets and key performance indicators for Key Management Personnel, based on the recommendations of the Managing Director.

ANNUAL REMUNERATION REPORT AND DISCLOSURE IN FINANCIAL STATEMENTS

The Committee is to:

- a) liaise with the Audit, Risk and Compliance Committee in relation to the disclosure of remuneration in the financial statements of the Company and oversee the disclosures made on remuneration; and
- b) approve recommendations to the Board with regard to the approval of any statement on Intega's policy and executive remuneration disclosures that may be:
 - i. required by any listing rule, legislation, regulatory body or other regulatory requirement; or
 - ii. proposed for inclusion in the Directors' Report as included in Intega's financial statements including without limitation, the Remuneration Report, prepared pursuant to the Corporations Act 2001 (Cth).

STATUTORY REPORTING

The Committee in liaison with the Audit, Risk & Compliance Committee will be responsible for reviewing and making recommendations to the Board for the remuneration report for inclusion in the annual report, including disclosures in relation to the potential claw back of any performance-based remuneration and any minimum shareholding requirements.

CODES AND POLICIES

The Committee will be responsible for reviewing Intega Group codes and policies relevant to remuneration or related human resources matters and providing recommendations to the Board for approval.

COMMITMENT TO DIVERSITY

As outlined in our Diversity and Inclusion Policy, Intega is committed to building a culture that supports and encourages diversity. The Committee will be responsible at least annually for reviewing group wide remuneration data as it relates to diversity, in particular the relative proportion of women and men in the company and making any subsequent recommendations to the Board.

AUTHORITY AND ACCESS TO PERSONNEL AND INFORMATION

The Committee shall have access to advisors and to senior management of the Company. The Committee shall also have the ability to consult independent experts where required to fulfil its responsibilities.

The Committee may engage such independent advisors in relation to any matter pertaining to the responsibilities of the Committee.

CLAW BACK POLICY

If Intega becomes aware of serious misconduct or a material misstatement in its financial statements for any of its immediately preceding three financial years or some other event has occurred which, as a result, an executive director or Key Management Personnel should not have received some or all its performance-based remuneration (the Overpayment), the Board may claw back that Overpayment in accordance with the terms of the applicable incentive or equity plan. Such claw back may involve:

- a) requiring the executive director or Key Management Personnel to pay back the Overpayment; or
- b) adjusting the current year incentives or fixed remuneration of that executive director or Key Management Personnel to take account of the Overpayment.

The Committee will review this claw back policy at least annually and make recommendations to the Board as to any changes it considers should be made.

REVIEW

The Board will annually review the membership and charter of the Committee to determine its adequacy for current circumstances. Where necessary the Committee may by resolution, alter the responsibilities, functions or memberships of the Committee and recommend to the Board formal adoption of the revised charter for future operations of the Committee.