

Remuneration Committee Charter

1. Introduction and Purpose

The Remuneration Committee (**Committee**) is a committee of the board of directors (**Board**) of Macmahon Holdings Limited (**Macmahon** or **Company**).

The purpose of the Committee is to:

- review and recommend appropriate remuneration policies which are designed to enhance Board, director, executive and business performance; and
- assist the board in fulfilling its responsibilities with regard to remuneration and people. This includes ensuring the Company has appropriate strategies, frameworks and policies which enable it to attract, retain and engage a diverse and inclusive selection of directors, executives and employees ensuring the ongoing success of the Company and positive outcomes for shareholders.

This charter (**Charter**) details the functions and the manner in which the Committee will operate.

The Committee has authority from the Board to review and make recommendations to the Board for approval. The Committee is not delegated any Board responsibilities unless otherwise delegated by the Board.

2. Roles and Responsibilities

The Committee provides recommendations for Board review and is responsible for:

Performance Management

- Performance metrics and targets of the Managing Director and Chief Executive Officer and Executives;
- Assisting the Chair of the Board in the annual performance review of the Managing Director and Chief Executive Officer and Executives;

Diversity

- Oversight of the diversity and inclusion policy, strategy and practices of the Company;
- Review of the diversity initiatives in the annual business plan;

Remuneration

Group Remuneration Strategy and Framework

- Oversight of the remuneration policies and practices that are in place ensuring they are aligned with the Company's strategic goals and are market competitive and compliant with regulatory requirements;
- Annual Remuneration review budgets;

Non-Executive Directors Remuneration

- Review of non-executive Director remuneration;
- Review of the process by which any pool of directors' fees approved by security holders is allocated to directors;

Executive Directors and Senior Management

- Establishing and maintaining the Senior Executives Remuneration Policy and the Non-executive Directors Remuneration Policy;
- Assessing the market to ensure that senior executives are being rewarded commensurate with their responsibilities;
- Review and make recommendations on whether there are any inappropriate biases (whether gender or otherwise) in remuneration;
- Reviewing and making recommendations to the Board on policies and packages, inclusive of proposed merit reviews or annual reviews / adjustments for the Managing Director and Chief Executive Officer and direct reports (senior executives) and remuneration and equity-based remuneration plans for senior executives and other employees;
- Reviewing Macmahon's recruitment, retention and termination policies and procedures for senior executives;
- Assisting the Board in determining whether performance-based remuneration should be withheld on the basis it was earned through conduct which was contrary to Macmahon's values or risk appetite; and

Group Incentive Plans

- Reviewing and making recommendations to the Board for all executive incentive plans and superannuation arrangements.

Other matters referred to the Committee by the board

3. Access to Information and Independent Advice

The Committee is authorised to seek any information it requires from management (including, for the avoidance of doubt, senior management).

The Committee is authorised by the Board to obtain outside legal or other independent professional advice if it considers this necessary or appropriate.

4. Membership and Attendees

4.1 Membership

The Committee shall be structured so that it:

- Consists only of Non-executive Directors;
- Consists of a majority of independent Directors; and

- Has at least three members.

The appointment of new members to the Committee must be approved by the Board.

Members of management may attend all or part of a meeting of the Committee at the invitation of the Committee chair (**Chair**).

Consideration will also be given to ensuring the Committee has an appropriate diversity of membership to avoid entrenching “group think” or other cognitive biases.

4.2 Chair

An Independent Non-Executive Director will be the Chair of the Committee.

4.3 Other Attendees

The company secretary (**Company Secretary**) of the Company, or a designate, will be the secretary of the Committee.

The Committee is authorised by the Board to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary or appropriate.

5. Meetings

The Committee shall meet as often as required to undertake its role effectively, but as a minimum four times a year. In addition, the Chair is required to call a meeting of the Committee if requested to do so by any member of the Board or Committee. The date, time and venue of each meeting of the Committee will be notified by the Company Secretary to all members of the Committee as far in advance as practicable. Attendance at Committee meetings may be in person, by telephone or by other electronic means, as agreed. In absence of the Chair, the Committee meetings will elect a member to act as chair for that meeting. The quorum necessary for a meeting of the Committee shall be two members.

The Committee will keep minutes of its meetings. The Company Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment/amendment before being signed by the Chair. The minutes are to be included in the Board papers at the next full Board meeting following the Committee meeting.

6. Reporting to the Board

The Chair of the Committee will present relevant items to the Board for formal approval following each meeting.

7. Review of Committee

7.1 Committee Performance

The performance of the Committee will be assessed on an annual basis, following which the Chair will take appropriate action to address any desired improvements in respect of areas where there is a need to enhance its role, effectiveness, process or composition.

7.2 Committee Charter

The Chair is responsible for ensuring that this Charter is reviewed at least annually for the purpose of assessing its continued relevance to the needs of the Board and identifying any enhancements required. Proposed enhancements shall be submitted to the Board for approval.