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## 1. Introduction & Statement of Purpose

The Remuneration and Nomination Committee is a Committee of the Board of Singular Health Group Limited (SHG). This Charter sets out the responsibilities delegated by the Board to the Remuneration and Nomination Committee and the Remuneration and Nomination Committee's objectives, authority, responsibilities, composition and operation.

**1.1)** The Remuneration and Nomination Committee is a Committee of the Board. The Charter may be subject to a review by the Board at any time.

**1.2)** The primary purpose of the Remuneration and Nomination Committee is to support and advise the Board in fulfilling its responsibilities to Shareholders with respect to its role in:

- (i) Maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body, and
- (ii) Ensuring that the Board is comprised of Directors who contribute to the successful management of SHG and discharge their duties with respect to the law and the highest standards of corporate governance.

**1.3)** The Remuneration and Nomination Committee shall have the right to seek any information it considers necessary to fulfill its duties, which includes the right to obtain appropriate external advice at Singular Health's expense.

## 2. Constitution

As and when it is required, a Remuneration and Nomination Committee will be established by resolution of the Board of SHG.

## 3. Membership

**3.1)** The Remuneration and Nomination Committee shall be appointed by the Board from among the Directors of SHG and shall consist of not less than three (3) members all of whom shall be non-Executive Directors and with the majority being independent Directors.

**3.2)** Directors will be appointed to the Remuneration and Nomination Committee for a term of three (3) years or such shorter time as their remain in the office of Director. Directors may serve consecutive terms on the Remuneration and Nomination Committee.

## 4. Chair

The Remuneration and Nomination Committee shall appoint a Chair of the Committee. The Chair shall be an independent Director.

## 5. Secretary

**5.1)** The Company Secretary of Singular Health shall be the Secretary of the Remuneration and Nomination Committee.

**5.2)** The Secretary will be responsible for keeping the minutes of meetings of the Remuneration and Nomination Committee and circulating them to Remuneration and Nomination Committee members and to the other members of the Board.

**5.3)** The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

## 6. Quorum

A quorum shall be two members. In the absence of the Remuneration and Nomination Committee Chair or appointed delegate, the members shall elect one of their number as Chair for that meeting.

## 7. Meeting Frequency

**7.1)** Remuneration and Nomination Committee meetings will be held not less than twice a year to enable the Committee to undertake its role effectively.

**7.2)** Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Remuneration and Nomination Committee.

**7.3)** Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.

**7.4)** Decisions will be based on a majority of votes with the Chair having the casting vote.

**7.5)** The Committee may invite any Key Management Personnel or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

## 8. Access

**8.1)** Members of the Remuneration and Nomination Committee have right of access to the books and records of Singular Health to enable them to discharge their duties as Remuneration and Nomination Committee members, except where the Board determines that such access would be adverse to SHG's interests. Such access shall be provided on a timely basis.

**8.2)** The Remuneration and Nomination Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Remuneration and Nomination Committee consulting an independent expert will be borne by SHG.

## 9. Reporting Procedures

The Secretary shall circulate the minutes of the meetings of the Remuneration and Nomination Committee to all members of the Remuneration and Nomination Committee for comment and change before being signed by the Chair of the Remuneration and Nomination Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Remuneration and Nomination Committee meeting along with any recommendations of the Remuneration and Nomination Committee.

## 10. Duties and Responsibilities

In order to fulfill its responsibilities to the Board, the Committee shall:

### **10.1) Executive Directors and Key Management Personnel**

- (i) Consider and make recommendations to the Board on the remuneration for each Executive Director (including base pay, incentive payment, equity awards, retirement rights, service contracts) having regard to the Executive remuneration policy, and

(ii) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Chief Executive Officer/Managing Director. As part of this review, the Committee shall oversee an annual performance evaluation of all Key Management Personnel.

This evaluation is based on specific criteria, including the business performance of SHG and its subsidiaries, whether strategic objectives are being achieved and the development of management and staff.

#### **10.2) Executive Incentive Plan**

(i) Review and approve the design of any executive incentive plans.

#### **10.3) Equity Based Plans**

(i) Review and approve any equity-based plans that may be introduced (**Plans**) in the light of legislative, regulatory and market developments,

(ii) For each Plan, determine each year whether awards will be made under that Plan,

(iii) Review and approve total proposed awards under each Plan,

(iv) In addition to considering awards to Executive Director and Direct Reports to the Chief Executive Officer/Managing Director, review and approve proposed awards under each Plan on an individual basis as required under the rules governing each Plan, or as determined by the Committee, and

(v) Review, approve and keep under review performance hurdles for each equity-based Plan.

#### **10.4) Nomination**

The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors. In particular, the Committee is to:

(i) Identify and recommend to the Board candidates for the Board after:

(a) Considering the necessary and desirable competencies of new Board members to ensure an appropriate mix of skills and experience,

(b) Assessing how the candidates can contribute to the strategic direction of Singular Health, and

(c) Undertaking appropriate background checks, including checks as to the candidate's character, experience, education, criminal record and bankruptcy history.

(ii) Approve and review induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities,

(iii) Assess and consider the time required to contribute to the Board and each committee by a non-Executive Director in order to properly fulfill their duty to SHG and advise the Board,

(iv) Consider and recommend to the Board candidate for election or re-election to the Board at each annual Shareholder's meeting,

(v) Review Directorships in other public companies held by, or offered to, Directors and Key Management Personnel of Singular Health,

(vi) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board,

(vii) Arrange an annual performance evaluation of the Boards, its Committees and individual Directors,

(viii) Make recommendations to the Board on the appropriate size and composition of the Board, and

(ix) Make recommendations to the Board on the terms and conditions of appointment to, and removal and/or retirement from, the Board.

**10.5) Other**

The Remuneration and Nomination Committee shall perform other duties and activities that it or the Board considers appropriate.

**11. Approvals**

**11.1)** The Committee must approve the following prior to implementation:

- (a)** Changes to the remuneration or contract terms of Executive Directors and direct reports to the Chief Executive Officer/Managing Director;
- (b)** The Plans or amendments to current equity plans or executive cash-based incentive plans;
- (c)** Total level of awards proposed from equity plans or executive cash-based incentive plans; and,
- (d)** Termination payments to Executive Directors or direct reports to the Chief Executive Officer/Managing Director. Termination payments to other departing Key Management Personnel should be reported to the Committee at its next meeting.