

REMUNERATION & NOMINATION COMMITTEE CHARTER

Introduction

The Remuneration & Nomination Committee (Committee) is a Committee of the Board of Directors of Bio-Gene Technology Limited.

This Charter sets out the role, authority, responsibilities, composition and procedural requirements of the Committee

Notwithstanding any other provision of this Charter (including whether there is a Committee), no individual Director or Senior Executive is permitted to be involved in deciding his or her own remuneration.

Constitution

The Committee was established by resolution of the Board on 30 March 2021.

Membership

The Committee shall be appointed by the Board from among the Directors of the Company. The Committee shall consist of not less than two Non-Executive Directors members with CEO/MD as an invited guest.

Chair

The Committee shall appoint a Non-Executive Director as the Chair of the Committee.

Secretary

The Company Secretary shall be the Secretary of the Committee.

Quorum

A quorum shall be two members.

Meeting Frequency

Committee meetings will be held not less than once a year to enable the Committee to undertake its role effectively.

Authority

The Committee is authorised by the Board to complete the duties of the Committee as defined in this Charter. It is authorised to seek information it requires from employees and all employees are directed to cooperate with requests by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Committee if it considers this necessary.

The Committee is required to make recommendations to the Board on all matters within the Committee's charter.

Reporting Procedures

The Secretary shall circulate minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chair of the 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 Committee meeting along with any recommendations of the Committee.

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Duties

The duties of the Committee are to:

Remuneration duties

- Assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for Directors and Senior Executives.
- Assess each market where the Company operates to ensure that Senior Executives are being rewarded commensurate with their responsibilities.
- Obtain the best possible advice in establishing salary levels.
- Make recommendations to the Board about the remuneration policies and procedures of the Company.
- Set policies for Senior Executives' remuneration.
- Review the salary levels of Senior Executives and make recommendations to the Board on any proposed variations.
- Review recommendations from the CEO.
- Propose, for full Board approval, the terms and conditions of employment for the CEO.
- Undertake an annual review, which will be reported to and confirmed by the full Board, of the CEO's performance, including setting with the CEO goals for the coming year and reviewing progress in achieving those goals.
- Undertaking Board and Senior Executive performance evaluations in accordance with adopted policies.
- Reviewing Board and Senior Executive needs for professional development.
- Set the criteria for negotiating any enterprise bargain agreement.
- Review the Company's recruitment, retention and termination policies and procedures for Senior Executives.
- Review and make recommendations to the Board on the Company's equity based and financial incentive schemes.
- Review and make recommendations to the Board on the Company's superannuation arrangements.
- Review the remuneration of both executive and non-executive Directors and make recommendations to the Board on any proposed changes.

Nomination duties

- Developing and regularly reviewing a policy on Board structure.
- Developing criteria for Board membership.
- Implementing a procedure for undertaking appropriate checks of Director and Senior Executive candidates.
- Identifying and screening specific candidates for nomination.
- Ensuring there is an appropriate induction and orientation program in place.
- Making recommendations to the Board for committee membership.
- Ensuring there is an appropriate Board succession plan in place.
- Ensuring that the performance of each Board member and the Board is reviewed annually.
- Developing with Directors an appropriate training and development program.
- Overseeing management's succession planning including the CEO and his/her direct reports.
- Assisting the Chair in advising Directors about their performance and possible retirement.
- Reviewing the policy in respect of tenure, remuneration and retirement of Directors.

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Charter Review

Any changes to the Charter require approval of the Board. The Board will review the effectiveness of the Charter at least once every two years.

This Charter was adopted by the Board on 15 February 2024.

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