

# Remuneration and Nomination Committee Charter

## 1. Establishment of Committee

- 1.1. The Committee is a joint committee of the Boards of Stride Property Limited and Stride Investment Management Limited (the Boards). Stride Property Limited (SPL) and Stride Investment Management Limited (SIML) are each a Stapled Entity and together comprise Stride Property Group (Stride), the Stapled Group.
- 1.2. The Committee has the power only of recommendation to the Boards for final decision.
- 1.3. Membership of the Committee will comprise solely of non-executive Directors.
- 1.4. The minimum number of Committee members will be three.
- 1.5. The Chair of the Committee, appointed jointly by the Boards, will be an Independent Director and may be the Chair of a Board.
- 1.6. The members of the Committee will be selected by the Boards by agreement among them from time to time. The Boards may jointly appoint additional Directors to the Committee or remove or replace members of the Committee by resolution.
- 1.7. Members of the Committee will be identified in the Annual Report of Stride and on the Stride website.

## 2. Purpose

- 2.1. The primary purposes of the Committee are to:
  - (a) assist the Boards with the determination, implementation and oversight of appropriate executive remuneration practices to enable the recruitment, motivation and retention of top talent at all levels and to oversee executive succession planning;
  - (b) assist the Boards in planning the Boards' composition and succession, to ensure there is an appropriate mix of skills, experience, expertise and diversity and assist with identifying appropriate prospective directors;
  - (c) ensure appropriate remuneration policies and practices to enable the Boards to attract and retain Directors of the highest calibre; and

- (d) oversee the process of the Boards' annual performance self-assessment and the performance of directors to enable the Boards to strive for best-practice and effective governance.

## 3. Responsibilities

Subject to the Committee's delegation in paragraph 1.2, the responsibilities of the committee are:

- (a) **Nomination:** assisting with identifying needs and assessing external candidates to fill Board vacancies as and when they arise; and
- (b) **Remuneration:** setting and reviewing the remuneration policies and practices of SIML and the Boards,

as more particularly described below.

## 4. Nomination

- 4.1. In carrying out its nomination responsibilities, the Committee will:
  - (a) evaluate the balance of skills, knowledge and experience on the Boards, and, in light of the evaluation, determine the skill set and capabilities required for a new Board appointment;
  - (b) identify and nominate, for the approval of the Boards, external candidates to fill Board vacancies as and when they arise;
  - (c) formulate succession plans for non-executive directors, taking into account the challenges and opportunities facing Stride and the skills and expertise accordingly required on the Boards in the future;
  - (d) regularly review the structure, size and composition (including the skills, knowledge and experience) of the Boards and make recommendations to the Boards regarding any changes;
  - (e) keep under review the leadership requirements of Stride, both non-executive and executive, with a view to ensuring the continued ability of Stride to compete efficiently in the marketplace; and
  - (f) consider such other matters relating to Board nomination or succession issues as may be referred to it by the Boards.

# Remuneration and Nomination Committee Charter

## 5. Remuneration

- 5.1. In carrying out its remuneration responsibilities, the Committee will:
- (a) set and review the remuneration policies and practices of SIML and the Boards;
  - (b) set and review, in accordance with SIML's remuneration policies and practices, all components of the remuneration of the CEO and such other senior executives as the SIML Board may from time to time determine. The components shall include base salary, entitlements under short and long incentive plans, company share schemes and all other entitlements and benefits arising from their employment. The remuneration of senior executives who report directly to the CEO is subject to prior recommendation from the CEO;
  - (c) set and review the short and long term incentive plans, including share schemes, for employees;
  - (d) make recommendations to the Boards on setting and reviewing all components of the remuneration of the non-executive directors. Such components shall include base fees, supplemental fees for undertaking additional duties, reimbursable expenses and all other benefits and entitlements arising from their directorships; and
  - (e) consider such other matters relating to remuneration issues as may be referred to it by the Boards.

## 6. Authorities

- 6.1. The Committee will make recommendations to the Boards on all matters requiring a decision. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.
- 6.2. The Committee is authorised by the Boards, at the expense of Stride, to obtain external advice and consult with outside advisers, including executive and director search consultants and other external sources of information and advice, as it considers necessary for carrying out its responsibilities.

## 7. Meetings and Reporting

- 7.1. The Company Secretary will act as secretary to the Committee, however the Chair of the Committee may nominate who will act as secretary for a specific committee meeting.
- 7.2. A quorum for meetings of the Committee will be two members.
- 7.3. All directors are entitled to attend meetings of the Committee, except those directors whose positions as directors are under consideration by the Committee, in which case attendance is by invitation only.
- 7.4. Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and all other members of the Boards.
- 7.5. Meetings shall be held not less than two times a year, having regard to the occurrence of Board vacancies, actual or anticipated. Any member of the Committee may request a meeting at any time if they consider it necessary.
- 7.6. The Committee agendas and minutes will be distributed to all Board members, regardless of whether they are members of the Committee.
- 7.7. The CEO will be the primary liaison between SIML management and the Committee on remuneration matters and will be invited to attend meetings when the Committee considers it appropriate. The Committee may ask other members of SIML management and/or advisors to attend a meeting as necessary. Employees should only attend meetings at the invitation of the Committee.
- 7.8. After each Committee meeting, the Chair will report the Committee's recommendations and findings to the Boards.
- 7.9. The Chair will present an annual report to the Boards summarising the Committee's activities during the year and any related significant results and findings.

## 8. Governance of the Committee

- 8.1. The Committee will:
- (a) obtain the approval of the full Board of each of SPL and SIML to this Charter and review and reassess this Charter as conditions dictate (at

# Remuneration and Nomination Committee Charter

least annually for the first two years and thereafter at least every two years); and

- (b) have its performance regularly reviewed by the Boards (at least annually).

8.2. The Committee will undertake an annual self-review of its performance, having regard to the objectives and responsibilities contained in this charter, and will report the results of that review to the Boards for consideration.

## 9. **Accountability**

9.1. The Boards will annually review the Committee's performance against this Charter and will review the Charter from time to time as it considers appropriate.

9.2. This Charter was last approved by the Boards in March 2022.