



Remuneration and Nomination Committee Charter

Doctor Care Anywhere Group PLC

Adopted by the Board on 16th October 2020

Remuneration and Nomination Committee Charter

1 Role of the Committee and Authority

- (a) The Remuneration and Nomination Committee (**Committee**) is a committee of the Board established in accordance with Doctor Care Anywhere Group PLC's (**Doctor Care Anywhere**) constitution (**Constitution**) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities, whilst ensuring:
 - (i) principles and policies attract, develop and retain a highly effective Board, and a talented and high performing Chief Executive Officer and Leadership Team; and
 - (ii) performance management and succession planning to ensure Doctor Care Anywhere has the right people in place to deliver its strategy.
- (b) 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.
- (c) The Committee is empowered to investigate any matter, with unrestricted access to all books, records, company operations, and people of Doctor Care Anywhere.
- (d) The Committee has authority to engage external consultants or other professional advisers as it determines necessary to carry out its duties.

2 Membership

- (a) Committee membership includes:
 - (i) at least three members, all of whom are non-executive directors; and
 - (ii) a majority who are independent, including an independent chair of the Committee (**Committee Chair**).
- (b) The Board determines the membership of the Committee, including the nomination of the Committee Chair, and may appoint additional directors to the Committee, or remove or replace members of the Committee by resolution.
- (c) 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.
- (d) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.
- (e) The Company Secretary, or their delegate, must attend all committee meetings as secretary to the Committee.

3 Meetings

- (a) The Committee will meet at least twice annually or as frequently as is required to undertake its role effectively.
- (b) A quorum is at least two Committee members present, either in person or by using technology.

- (c) Any Committee member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. The Company Secretary will distribute in advance of the meeting of the Committee the agenda and related papers to each of the Committee members or any other persons determined by the Committee.
- (d) The Committee, via the Committee Chair, may invite any executive or other staff member to attend all or part of a meeting of the Committee. There is an open invitation for all other non-executive directors to attend all meetings of the Committee.
- (e) The proceedings of all meetings will be minuted by the Company Secretary. All minutes of the Committee are available for inspection by any director of the Board.

4 Duties and Responsibilities

The Committee's duties and responsibilities are as follows.

4.1 Board composition and succession

The Committee is responsible for:

- (a) determining the appropriate size, composition and diversity of the Board, and its committees, having regard to the necessary and desirable skills and experience required to deal with new and emerging business and governance issues;
- (b) managing the selection and appointment process in line with any relevant legislative or regulatory obligations, and will give due consideration to the Board Skills Matrix which it is the responsibility of this Committee to maintain;
- (c) maintaining a succession plan, including recommendations for the appointment, composition, re-election and removal of directors;
- (d) complete the appropriate background checks to support the appointment or re-election of Directors, and provide shareholders, at the shareholder meeting with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director;
- (e) ensuring that an effective induction process is in place for newly appointed and periodic review of those induction procedures; and
- (f) ensuring that continuing directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a director effectively;

4.2 Performance evaluation of the Board, its committees and directors

The Committee:

- (a) will at least once every two years, review the Board's, Chair's and Director's performance, determine whether it is functioning effectively by reference to current best practice and may make recommendations in relation to the Board's membership, responsibilities, functions or otherwise;
- (b) will in alternate years, review the performance of all Committees and Committee Chairs, determine whether it is functioning effectively by reference to current best practice and may make recommendations in relation to the Board's membership, responsibilities, functions or otherwise; and

- (c) may seek independent support from external consultants to undertake these performance reviews.

4.3 Board Remuneration

The Committee is responsible for:

- (a) evaluating and recommending to the Board for approval the remuneration arrangements for non-executive directors; and
- (b) monitoring compliance with the non-executive director remuneration pool as established by the Constitution, or as subsequently amended by shareholders, and recommending any changes to the pool.

4.4 Chief Executive Officer and Leadership Team succession, performance evaluation and recruitment

The Committee will:

- (a) ensure succession plans and effective development plans are in place for the Chief Executive Officer, and other members of the Leadership Team;
- (b) review the performance of the Chief Executive Officer, and other members of the Leadership Team against guidelines approved by the Board, at least annually; and
- (c) where recruitment is undertaken:
 - (i) ensure a diverse slate of candidates are considered for any role;
 - (ii) ensure appropriate checks (including as to the person's character, experience, criminal record and bankruptcy history) before appointing a director or the Leadership Team; and
 - (iii) ensure Doctor Care Anywhere enters into a written agreement setting out the appointment terms.

4.5 Chief Executive Officer and Leadership Team remuneration

The Committee is responsible for:

- (a) reviewing and recommending to the Board for approval, Doctor Care Anywhere's remuneration policy to ensure remuneration is competitive in the market and effectively designed to attract, motivate and retain team members;
- (b) evaluating and recommending to the Board for approval, the remuneration packages (including fixed remuneration, short term and long-term incentives and any other benefits, termination payments or other arrangements) of the Chief Executive Officer, executive directors and other members of the Leadership Team;
- (c) ensure the incentives for the Chief Executive Officer, executive directors and other members of the Leadership Team encourage them to pursue growth and success without rewarding conduct contrary to Doctor Care Anywhere's statement of values or risk appetite; and
- (d) engagement of external remuneration consultants where additional information and external advice is required to make informed remuneration decisions.

4.6 Incentives and incentive plans

The Committee is responsible for:

- (a) recommending to the Board for approval, the structure, including plan terms and conditions and performance hurdles, of any employee short-term or long-term incentive or equity plans;
- (b) reviewing the design of such plans periodically to ensure they remain effective and aligned with the Company's intent, culture and budget; and
- (c) reviewing and recommending to the Board for approval, who is eligible to participate and whether offers are to be made under such employee incentive and equity plans.

4.7 Diversity & Inclusion

The Committee will:

- (a) approval of the Diversity and Inclusion Policy;
- (b) review of gender pay equality annually; and
- (c) review diversity objectives and track annual progress against these.

4.8 Remuneration related disclosures

The Committee must also oversee required annual statutory reporting, if any, and provide advice on the Board on approval of those disclosures. Such disclosure may include Doctor Care Anywhere's policies and practices regarding the remuneration of, and the potential claw back of any performance-based remuneration from, non-executive directors, executive directors and the Leadership Team.

5 Claw Back Policy

- (a) If Doctor Care Anywhere becomes aware of a material misstatement in its financial statements for any of its immediately preceding three financial years or some other event has occurred, as a result of which a non-executive director, executive director or Senior Manager 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:
 - (i) requiring the non-executive director, executive director or member of the Leadership team to pay back the Overpayment; or
 - (ii) adjusting the current year incentives or fixed remuneration of that non-executive director, executive director or member of the Leadership Team to take account of the Overpayment.
- (b) 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.

6 Reporting

- (a) The Committee will:
 - (i) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;
 - (ii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee;
 - (iii) as and when appropriate, seek direction and guidance from the Board on remuneration and human resource risk management and compliance matters; and
 - (iv) minutes of Committee meetings will be included in the papers for the next full Board meeting.
- (b) The Chairman of the Committee will attend and be available to answer questions regarding the annual Remuneration Report at the Annual General Meeting of the Company.

7 External Advice

- (a) The Committee may, with the approval of the Committee Chair, seek independent advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives.
- (b) The Company shall pay all administrative expenses of the Committee incurred in fulfilling its duties and responsibilities.
- (c) Where the Committee seeks external advice concerning Key Management Personnel, the Committee shall engage those advisors directly and request the advice be provided directly to the Committee (or the Chair of the Committee).

8 Charter Review

- (a) The Committee will review this Charter annually or as often as it considers necessary to ensure it meets best practice standards, complies with the ASX Corporate Governance Principles and Recommendations and meets the needs of the Company and the Committee.
- (b) The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.