

4. NOMINATION & REMUNERATION COMMITTEE CHARTER

Introduction

This is the Charter of the Nomination & Remuneration Committee ("**Committee**"). This Charter governs the procedures of the Committee and outlines the roles and duties of the Committee.

Anteo Diagnostics Limited ("**Company**") aims to have a structure that allows it to adequately maintain a Board of a size, composition, capability and commitment to adequately discharge its responsibilities and duties. The Company also aims to have a structure that allows it to ensure that the level and composition of remuneration is sufficient and that its relationship to corporate and individual performance is defined.

Role

The role of the Committee is to:

- . Annually review the composition of the Board and make recommendations on the appropriate skill mix, personal qualities, expertise and diversity required to discharge the Board's duties;
- . Determine whether the requirements identified in the above review are currently satisfied by the composition of the Board. This assessment is completed periodically and whenever an existing Non-Executive Director retires;
- . Recommend to the Chairman of the Board ways in which the skills, experience, and expertise levels of existing Directors can be enhanced by both training and induction;
- . Recommend to the Board candidates the Committee considers appropriate for appointment to the Board having regard to the skills, experience and expertise assessments completed;
- . Ensure the Company conducts appropriate checks prior to appointing candidates, and provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director;
- . Recommend to the Board candidates the Committee considers appropriate for removal from the Board having regard to the skills, experience and expertise assessments completed;
- . Establish processes for:
 - . the identification of suitable candidates for appointment to the Board and the selection procedures for the appointment;
 - . the removal of non performing Directors;
- . Establish and maintain the selection, appointment and succession planning process of the Company's Chief Executive Officer
- . Establish the process for the review of the performance of individual Directors and the Board as a whole;
- . Ensure that the appropriate procedures exist to assess the remuneration levels of the Chairman, Non-Executive Directors, Executive Directors, direct reports to the Chief Executive Officer, Board Committees and the Board as a whole;
- . Ensure that the Company adopts, monitors and applies appropriate remuneration policies and procedures;
- . Ensure that the Company's remuneration policy motivates Directors and managers to pursue the long-term growth and success of the Company within an appropriate control framework;
- . Ensure that the Company's remuneration policy demonstrates a clear link between key executive performance and remuneration;

- . Ensure reporting disclosures related to remuneration meet the Board's disclosure objectives and all relevant legal requirements;
- . Make recommendations to the Board on appropriate remuneration, in relation to both the amount and its compositions, for the Chairman, Non-Executive Directors, Executive Directors, the Chief Executive Officer and Senior Executives;
- . Develop and recommend to the Board remuneration incentive programs such as bonus schemes, long term incentive plans and Company share schemes;
- . Develop, maintain and monitor appropriate remuneration policies and procedures;
- . Develop, maintain and monitor appropriate recruitment, retention and termination policies and procedures for senior management;
- . Develop, maintain and monitor appropriate incentive schemes;
- . Develop, maintain and monitor appropriate superannuation arrangements for the Company;
- . Develop remuneration related disclosure objectives for the Company and ensuring that publicly disclosed information meets those objectives, meets all legal requirements and is accurate.

Membership

- . The committee should comprise a minimum of three members, the majority shall not be Executive Directors
- . The Chairman of the Committee and the Chairman of the Board may be different individuals;
- . The Chairman of the Committee shall be an Independent Non- Executive Director.

As at the date of this Charter the current members of the Committee are:

- . Dr John Hurrell, Independent Non-Executive Director and Chairman; and
- . Mr Richard Martin, Non-Executive Director; and

The details of the qualifications and experience of the current members can be found at <https://anteodx.com/first/key-people/>

Secretary

- . The Company Secretary shall be appointed Secretary of the Committee;
- . The Secretary, in conjunction with the Chairman, shall draw up an agenda which shall be circulated to the members of the Committee.

Should circumstances demand or dictate then the structure of the Committee (Membership / Chairman / Secretary) may not conform to that stated above. In these circumstances the Company will ratify its agreement of this structure at a meeting of the Board of Directors and ensure that the market, operated by the Australian Stock Exchange, is informed of the fact and the reasons for the variation.

Meetings

- . The Committee shall meet annually, unless otherwise required
- . Any Committee member may call a meeting of the Committee

- . The Committee may invite any executive management team members or other individuals to attend meetings of the Committee, as they consider appropriate

Reporting

- . Copies of the Committee meeting minutes shall be circulated to all Directors;
- . The Chairman of the Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting;

Attendance at meetings

- . A quorum will comprise any two Committee members;
- . Each member shall have one vote and the Chairman of the Committee shall not have a second or casting vote.

Authority

The Committee has the authority to:

- . subject to prior approval by the Chairman, seek such independent professional advice as it considers necessary to diligently and independently fulfil the Committee's responsibilities, at the Company's expense;
- . Obtain such resources and information from the Company in the fulfilment of its duties as it may reasonably require.

Review of committee performance

The Committee will annually revisit its objectives and duties and evaluate the effectiveness of its performance.

Board Skills Matrix

The Committee has developed and maintains a Board Skills Matrix. This matrix sets out the mix of skills and diversity that the Board currently has and which the Committee is looking to achieve in its membership. This matrix is used by the Committee to identify any gaps in the collective skills and experience of the Board.