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# Remuneration Committee Charter

## Whitefield Industrials Limited

This Remuneration Committee Charter was approved on 17 November 2022.

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### **The role and responsibilities of the Remuneration Committee**

The Company has established a Remuneration Committee which is responsible for:

- Overseeing the remuneration of non-executive directors;
- Considering and determining the contractual arrangements with the Administrator and Investment Manager.

The Company seeks to remunerate executives and directors in a manner that allows the Company to attract and retain high quality personnel and to align the interests of those persons with the objectives of the Company and the creation of value for shareholders.

### **Composition of the Remuneration Committee**

The Remuneration Committee is structured in accordance with the following principles:

- All Committee members must be independent directors;
- The Chair of the Committee must be an independent director.

### **Annual and Periodic Review of Remuneration**

The Remuneration Committee shall annually assess the roles, responsibilities and time commitment of Board members and make a recommendation to the Board on the remuneration of the non-executive directors. Only non-executive directors receive remuneration in the form of directors' fees.

A quorum of two persons is required for the Committee.

The executive functions of the Company have been outsourced to Link Fund Solutions Pty Limited (accounting and administration) and Whitefield Capital Management Pty Limited (funds management and business management). The Remuneration Committee shall also consider, assess, determine and agree the contractual arrangements with these parties as and when such agreements are subject to renewal.