



AUSTAL LIMITED

NOMINATION AND REMUNERATION COMMITTEE CHARTER

1. Introduction

Austal Limited (**Company**) is committed to responsible remuneration practices. The need to reward the Company’s employees fairly and competitively based on performance needs to be balanced with the requirement to do so within the context of principled behaviour and action, particular in the area of safety, risk, compliance and control.

Remuneration should contribute to the Company’s achievements in a way that supports the Company’s culture and goals. The Remuneration Policy framework set out below summarises the key features of the Company’s remuneration approach.

Our Vision:

Maintain a responsible, performance-based Remuneration Policy that is aligned with the long-term interests of our shareholders.

Our Goal:

Strike the right balance between meeting shareholders’ expectations paying our employees competitively and responding appropriately to the regulatory environment.

Our Approach:

Governance	Performance Alignment	Individual Remuneration Determination	Remuneration Structure and Instruments
<p>Principles:</p> <ul style="list-style-type: none"> Clearly defined and documented governance procedure Independent Remuneration Committee Annual assessment of Remuneration Policy 	<p>Principles:</p> <ul style="list-style-type: none"> Reward Group and Business Client annual performance measures relative to its planned key performance Award and differentiate based on individual performance and contributions 	<p>Principles:</p> <ul style="list-style-type: none"> Total Remuneration based approach Facilitate competitiveness by paying market based remuneration levels for comparable roles Promote meritocracy by recognising individual performance with a particular emphasis on contribution, ethics and safety 	<p>Principles:</p> <ul style="list-style-type: none"> Provide Senior Executives the appropriate balance of fixed and variable remuneration consistent with the position and role in the Group Significant portion of variable remuneration deferred and aligned with the long-term performance of the Group Promote ethical behaviour and do not create incentives to expose the Group to inappropriate risk

The key principles of equal opportunity, ethical behaviour and performance linked reward apply equally to the promotion and appointment process.

Scope

To define the charter by which the Nomination and Remuneration Committee (the **Committee**) of the Board of Austal Limited will operate.

2. Membership

- 2.1. The Committee shall be appointed by the Board and shall comprise of a Chair and at least 2 other members.
- 2.2. A majority of members of the Committee shall be independent Directors.
- 2.3. The Board shall appoint the Committee Chair who should be independent. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
- 2.4. If a regular member is unable to act due to absence, illness or any other cause, the Chair of the Committee may appoint another director of the company to serve as an alternate member having due regard to maintaining the required balance of executive and independent members.
- 2.5. Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.

3. Secretary

The Company Secretary or their nominee shall act as the Secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be 2 of whom at least 1 must be a non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

The Committee shall meet at least twice a year once following the end of both the fiscal and calendar year and at such other times as the Chair of the Committee shall require.

6. Notice of Meetings

- 6.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chair of the Committee.

6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no fewer than 5 working days prior to the date of the meeting.

7. Minutes of Meetings

7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

7.2 Minutes of Committee meetings shall be circulated to all members of the Committee and provided to the other members of the Board.

8. Annual General Meeting

At least one member of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

9. Duties

9.1 The Committee shall:

9.1.1 regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary;

9.1.2 prepare a description of the role and capabilities required for the appointment of the CEO, Chair or NED and any other key management appointment that the committee requires;

9.1.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;

9.1.4 satisfy itself on an annual basis with regard to succession planning, that the processes and plans are in place with regard to both Board and senior management;

9.1.5 ensure on appointment to the Committee that a candidate has sufficient time to undertake the role, taking into account their other commitments;

9.1.6 ensure that the Secretary on behalf of the Board has formally written to any appointees, detailing the role and time commitments and proposing an induction plan produced in conjunction with the Chair.

9.2 It shall also make recommendations to the Board:

9.2.1 with regard to the Chair having assessed every three years whether the present incumbent shall continue in post, taking into account the needs of continuity versus freshness of approach;

9.2.2 as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office;

- 9.2.3 for the continuation (or not) in service of any director who has reached the age of 70;
- 9.2.4 concerning the approval of the appointment of the Company Secretary and members of the Company's Key Management Personnel (being those whose remuneration is included in the Annual Report);
- 9.2.5 concerning the appointment of any director to the board of any subsidiary of the Company (or, in the case of Austal USA, LLC, concerning the appointment of any Manager proposed for appointment to the Board of Managers of Austal USA, LLC);
- 9.2.6 concerning the re-election by shareholders of any director under the 'retirement by rotation' provisions in the company's articles of association;
- 9.2.7 concerning any matters relating to the continuation in office as a director of any director at any time;
- 9.2.8 concerning the appointment of any director to executive or other office other than to the positions of Chair and Chief Executive, the recommendation for which would be considered at a meeting of:
 - 9.2.8.1 all the non-executive directors regarding the position of Chief Executive;
 - 9.2.8.2 all the directors regarding the position of Chair;
- 9.2.9 detailing items that should be published in the company's Annual Report relating to the activities of the Committee; and
- 9.2.10 with regard to the membership and chairmanship of the Audit and Risk Management Committee.

9.3 It shall also:

- 9.3.1 make recommendations to the Board on the remuneration of directors as follows:
 - a. the remuneration of all executive directors of the Company, including the Chief Executive shall be considered by the Committee and thereafter be the subject of a Committee recommendation to the Board;
 - b. the remuneration of the Non-executive Chair shall be considered by the Committee, excluding the Non-executive Chair, and thereafter be the subject of a recommendation to the Board;
 - c. the remuneration of the non-executive directors (excluding any non-executive Chair) shall be determined at the Board level by the Chair and the executive director(s).

All decisions regarding remuneration will be made by the Board, taking the Committee's recommendations into account.

No director or manager shall be involved in any decisions as to his or her own remuneration. In order to assure his/her independence, the Committee will also review and recommend to the Board the remuneration of the Company Secretary;

9.3.2 in determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage performance and are, in a fair and responsible manner, rewarded for their individual contributions of the success of the company.

9.3.3 determine the policy for and scope of pension arrangements, service agreements for the executive directors, termination payments and compensation commitments.

9.3.4 be aware of and oversee any major changes in employee benefit structures throughout the company or group.

10. Authority

10.1. The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.

10.2. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

10.3. The Committee is authorised to obtain, at the Company's expense, an independent Remuneration Consultant as defined in Section 9 of the Corporations Act 2001. The engagement of any such Remuneration Consultant and the protocols for dealing with the Remuneration Recommendations would be done in accordance with Chapter 2D Part 2D.8 of the Corporations Act 2001.