Nomination and Remuneration Committee Charter

GTN Limited (ACN 606 841 801) ("**Company**")

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1 Purpose and authority

1.1 Purpose

The purpose of this Nomination and Remuneration Committee Charter is to specify the authority delegated to the Nomination and Remuneration Committee ("**Committee**") by the board of directors of the Company ("**Board**") and to set out the role, responsibilities, membership and operation of the Committee.

1.2 Authority

The Committee is a committee of the Board established in accordance with the Company's constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. 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.

2 Role of the Committee

2.1 Nomination

The Committee assists and advises the Board on:

(a) Board succession planning generally;

(b) induction and continuing professional development programs for directors;

(c) the development and implementation of a process for evaluating the performance of the Board, its committees and directors;

(d) the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;

(e) the appointment and re-election of directors; and

(f) succession planning for the Chief Executive Officer ("**CEO**") and other direct reports to the CEO,

with the objective of having a Board of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of the Company as a whole.

2.2 Remuneration

The Committee also assists and advises the Board on remuneration policies and practices for the Board, the CEO, the chief financial officer, senior executives and other persons whose activities, individually or collectively, affect the financial soundness of the Company.

The policies and practices are designed to:

(a) enable the Company to attract, retain and motivate directors, executives and employees who will create value for shareholders within an appropriate risk management framework, by providing remuneration packages that are equitable and externally competitive;

(b) be fair and appropriate having regard to the performance of the Company and the relevant director, executive or employee;

(c) foster exceptional human talent and motivate and support employees to pursue the growth and success of the Company in alignment with the Company's values; and

(d) equitably and responsibly reward employees, having regard to the performance of the Company, individual performance and statutory and regulatory requirements.

3 Nomination responsibilities

The Committee is responsible for:

(a) (**Board size**) making recommendations regarding the size of the Board, being a size that encourages efficient decision making;

(b) (**director competencies**) identifying and making recommendations regarding the necessary and desirable competencies of directors;

(c) (**skills matrix**) formulating a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;

(d) (**director recommendations**) developing and reviewing the process for the selection, appointment and re-election of directors, and making recommendations to the Board by:

(i) evaluating the balance of skills, experience, independence, knowledge and diversity of directors sitting on the Board;

(ii) in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment; and

(iii) undertaking appropriate checks before putting forward a candidate for appointment or election as a director;

(e) (**providing information**) providing security holders with material information in the Committee's possession relevant to a decision as to whether or not to elect or re-elect a director;

(f) (**diversity commitment**) co-ordinating with the Board to assist the Company with meeting its commitment to becoming a diverse and inclusive workplace;

(g) (**diversity culture**) identifying ways to promote a culture supportive of diversity including recruitment from a diverse pool of candidates and reviewing nomination practices against measurable objectives for achieving gender diversity;

(h) (**assessing performance**) implementing a formal process (including considering whether to use external facilitators) to evaluate the

performance of the chair, Board, Board committees, individual directors and senior executives and addressing issues that may arise from the review;

(i) (**assessing time commitment**) reviewing the time required to be committed by non-executive directors to properly fulfil their duties to the Company and whether non-executive directors are meeting these requirements;

(j) (**assessing independence**) assisting the Board in assessing the independence of each non-executive director;

(k) (**succession plans**) reviewing Board and senior executive succession plans and processes, including for the CEO and other senior executive positions and being conscious of each director's tenure, to maintain an appropriate balance of skills, experience, expertise and diversity; and

(l) (**governance matters**) reviewing and making recommendations in relation to any corporate governance issues as requested by the Board from time to time.

4 Remuneration responsibilities

4.1 General

(a) The Committee is responsible for developing, reviewing and making recommendations to the Board on:

(i) (**directors' fees**) the Company's remuneration framework for directors, including, the process by which any pool of directors' fees approved by shareholders is allocated to directors;

(ii) (**senior executives**) the remuneration packages to be awarded to senior executives;

(iii) (**disclosure**) separately disclosing its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives;

(iv) (**policies**) the Company's recruitment, retention and termination policies for the CEO and senior executives and any changes to those policies;

(v) (**incentive schemes**) incentive schemes, if appropriate, for the CEO and senior executives;

(vi) (**equity based**) equity based remuneration plans, if appropriate, for senior executives and other employees; and

(vii) (**superannuation**) superannuation arrangements for directors, senior executives and other employees.

(b) The Committee is also responsible for monitoring and providing input to the Board regarding:

(i) (**updates**) legislative, regulatory or market developments likely to have a significant impact on the Company and legislative compliance in employment issues;

(ii) (**Company trends**) Company remuneration policies, practices and systems, and the remuneration trends across the Company;

(iii) (**benefits**) major changes to employee benefits structures in the Company; and

(iv) (**stakeholder input**) as necessary, the perspective of external proxy advisers and shareholders on the remuneration policies, practices and the annual remuneration report of the Company.

4.2 Incentive schemes and equity based remuneration

For any incentive schemes or equity based plans which are adopted, the Committee is responsible for:

(a) (**reviewing**) reviewing their terms (including any eligibility criteria and performance hurdles);

(b) (**administration**) overseeing their administration (including compliance with applicable laws that restrict participants from hedging the economic risk of their security holdings) and disclosing its policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme;

(c) (**shareholder approval**) considering whether shareholder approval is required or desirable for the schemes or plans and for any changes to them; and

(d) (**payments and awards**) ensuring that payments and awards of equity are made in accordance with their terms and any shareholder approval.

5 Reporting and disclosure

(a) The Committee will:

(i) liaise with the Audit and Risk Committee and the Board in relation to the Company's remuneration related reporting in the financial statements and remuneration report required by the Corporations Act;

(ii) approve an annual remuneration report containing information on the Company's remuneration policy, practices, attendance at and frequency of Committee meetings and make recommendations to the Board for the inclusion of the remuneration report in the Company's annual report; and

(iii) make recommendations to the Board regarding the process for evaluating performance of the Board, its committees and the directors individually.

(b) The Committee chair will attend the Company's annual general meetings prepared to respond to any shareholder questions on the Committee's activities.

6 Delegation

The Committee may delegate any of its powers and responsibilities as the Committee thinks appropriate for the administration of director, senior executive and employee share, option or other plans, to senior management.

7 Membership

7.1 Composition and size

The Committee will consist of

(a) only non-executive directors;

(b) a majority of independent directors; and

(c) at least 3 members to the extent practicable having regard to the size and composition of the Board from time to time.

The Company will disclose the members of the Committee.

Each member must be free from any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee.

Each member is expected to possess adequate remuneration, regulatory and industry knowledge to carry out his or her responsibilities as a member of the Committee.

Membership is reviewed periodically and re-appointment to the Committee is not automatic. Appointments and resignations are decided by the Board.

7.2 Chair

The chair of the Committee should be an independent non-executive director, to the extent practicable having regard to the size and composition of the Board.

The chair of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee chair is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chair for the meeting. Also, if:

(a) the Committee chair is the Chair of the Board; and

(b) the appointment of a successor to the Chair of the Board is being considered at a Committee meeting,

the Committee members must elect an alternative chair for the portion of the meeting concerning the appointment of a successor to the Chair.

7.3 Secretary

The company secretary is the secretary of the Committee.

8 Committee meetings and process

8.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

Committee members may attend meetings in person or by electronic means.

8.2 Frequency and calling of meetings

The Committee will meet as frequently as required to perform its functions, but not less than once each calendar year. The chair must call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor or the chair of the Board.

At the end of each reporting period, the Board will disclose the number of times the Committee met throughout that reporting period and the individual attendance of each Committee member at those meetings.

8.3 Quorum

Two directors constitute a quorum for meetings of the Committee.

8.4 Attendance by management and advisers

The Committee chair may invite the CEO, chief financial officer, other senior executives, directors who are not members of the Committee and external advisers to attend meetings of the Committee.

8.5 Conflicts

No member of the Committee will participate in the determination of their own remuneration or the specific remuneration policies that are applicable to them.

8.6 Notice, agenda and documents

Unless otherwise agreed or considered necessary by the chair, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation, will be circulated by the secretary to each Committee member and any other individual invited to attend, not less than 5 business days before the meeting.

8.7 Minutes

The secretary will keep minute books to record the proceedings and resolutions of Committee meetings.

The chair of the Committee, or delegate, will report to the Board after each Committee meeting..

The Committee must refer any matter of significant importance to the Board for its consideration and attention.

8.8 Access to information and advisers

The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management or engaging external remuneration consultants to provide information to the Committee.

The Committee also has the authority to conduct or direct any investigation required to fulfill its responsibilities.

9 Committee's performance evaluation

The Committee will review its performance from time to tie, and whenever there are major changes to the management structure of the Company.

The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this charter.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

10 Review and publication of the charter

The Committee will review its charter from time to time to assess whether it remains relevant to the current needs of the Company. The charter may be amended by resolution of the Board.

This charter will be available on the Company's website and the key features may be published in the annual report.