



CHARTER OF THE NOMINATION, REMUNERATION AND COMMUNITY COMMITTEE

Lynas Rare Earths Limited

ACN 009 066 648

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CHARTER OF THE NOMINATION, REMUNERATION AND COMMUNITY COMMITTEE

1.0 Introduction

- 1.1 The Nomination, Remuneration & Community Committee (**Committee**) is a committee of the Company's board of directors (**Board**).
- 1.2 This Charter governs the roles, responsibilities, composition and membership of the Committee.
- 1.3 The operation of the Committee is also governed, where applicable, by the constitution of the Company.

2.0 Role of the Committee - Nomination

- 2.1 In its capacity as the Nomination Committee, the role of the Committee is to review and make recommendations to the Board in relation to:
 - (1) board succession planning,
 - (2) induction and continuing professional development programs for Directors,
 - (3) the development and implementation of a process for evaluating the performance of the board, its committees and Directors,
 - (4) 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,
 - (5) the appointment and re-election of Directors, and
 - (6) ensuring there are plans in place to manage the succession of the CEO and other senior executives.

3.0 Role of the Committee - Remuneration

- 3.1 In its capacity as the Remuneration Committee, the role of the Committee is to review and make recommendations to the Board in relation to:
- (1) the Company's remuneration framework for Directors, including the process by which any pool of Directors' fees approved by shareholders is allocated to Directors.
 - (2) the remuneration packages to be awarded to senior executives,
 - (3) equity-based remuneration plans for senior executives and other employees,
 - (4) superannuation arrangements for Directors, senior executives and other employees,
 - (5) whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives and other employees.
- 3.2 If the Committee includes an executive director, he or she will not be involved in deciding his or her own remuneration, either directly or indirectly.

4.0 Role of the Committee - Community

- 4.1 In its capacity as the Community Committee, the role of the Committee is to review and make recommendations to the Board in relation to:
- (1) the adequacy of the Company's community engagement programs,
 - (2) any incident involving material reputational or community issues for the Company,
 - (3) the appropriateness of the Company's reporting of community-related issues, and
 - (4) the adequacy of internal and external resources used by the Company to manage community issues.

5.0 Composition

5.1 Members

The Committee must have a minimum of 3 members, with the majority of members being independent directors.

The members of the Committee will be appointed and removed by the Board.

5.2 Expertise

Members of the Committee must have an appropriate level of understanding of:

- (1) the principles of corporate governance, including knowledge of the ASX Limited (**ASX**) Principles of Good Corporate Governance and Best Practice Recommendations;
- (2) the Company's businesses and organisation structure;
- (3) the functions of the Board and the various roles and responsibilities of directors and other key executive positions;
- (4) the disclosure requirements under the Corporations Act 2001 and the ASX Listing Rules in respect to executive and director remuneration; and
- (5) the complexities involved in negotiating and determining executive remuneration packages.

5.3 Chair and Secretary

The Board will appoint an independent director to chair the Committee (**Chair**).

The Company secretary will act as secretary of the Committee (**Secretary**) unless determined otherwise by the Board.

6.0 Meetings

6.1 Frequency

The Committee will meet as frequently as required but must, at a minimum, meet twice a year.

The Secretary must call a meeting of the Committee if requested to do so by any member of the Committee.

6.2 Agenda and notice

The Secretary will be responsible, in conjunction with the Chair, for drawing up the agenda (supported by any necessary explanatory documentation) and circulating it to Committee members prior to each meeting. The Secretary must notify members of the Committee of the date, time and location of Committee meetings as far in advance as possible, but not less than 7 days before the meeting.

6.3 Quorum

A quorum for Committee meetings will be at least 2 members, save that 1 of the members of the quorum must be an independent director.

6.4 Minutes

The Secretary is responsible for taking minutes of each meeting and distributing them to Committee members as soon as practicable.

6.5 Attendance

The Committee may invite any person to attend part or all of any meeting of the Committee as it considers appropriate. Voting at Committee meetings is restricted to Committee members.

7.0 Powers

7.1 Access

The Committee has the right to obtain information, and unrestricted access to management and any internal and external auditors (with or without management present) and access to all Company records for the purpose of carrying out its responsibilities under this Charter.

7.2 Investigations and External Advice

The Committee has the power:

- (1) to conduct any investigations it considers necessary; and
- (2) seek explanations and additional information.

The Committee has the power to seek advice from external consultants or specialists where the Committee considers that necessary or appropriate. Costs associated with this will be borne by the Company.

8.0 Reporting

8.1 Reporting to the Board

All Directors will be invited to attend each meeting of the Committee. The Committee must report to the Board, at the first Board meeting subsequent to each Committee meeting, regarding the proceedings of each Committee meeting, the outcomes of the Committee's reviews and recommendations and any other relevant issues.

8.2 Annual report

Based on advice and recommendations from management and external specialists, the Committee must provide the Board with advice and recommendations regarding the appropriate material and disclosures to be included in the remuneration report section of the Company's annual report.

9.0 Committee's Performance Evaluation

- 9.1 The Committee will review its performance from time to time and whenever there are major changes to the management of the Company.
- 9.2 The performance evaluation will have regard to the extent to which the Company has met its responsibilities in terms of this charter.

10.0 Review of the Charter

This Charter shall be reviewed annually and revised by the Board as required.

11.0 Public Availability of Materials

This Charter or a summary of its main provisions shall be made publicly available on the Company's website in a clearly marked corporate governance section.