



**Unico
Silver**

Nomination & Remuneration Committee Charter

Unico Silver Limited

ACN 116 865 546

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Document History

Version	Summary of Amendments	Approved by	Approval date
1.0	Initial Nomination & Remuneration Committee Charter	Board	22 April 2022
2.0	Biennial review of the Charter	Board	July 2024

Legislative and Regulatory Framework

Authority	Law, Resolution or Regulation
ASX Corporate Governance Council	ASX Corporate Governance Principles and Recommendation (2019) (" ASX Principles ")
Australian Government	Corporations Act 2001 (Cth) (" Corporations Act ")

Other Policy Details

Key Information	Details
Approval Body	Unico Silver Limited Board of Directors
Key Stakeholders	Unico Silver Limited Board of Directors Unico Silver Limited Senior Management
Responsibility for Implementation	Chief Financial Officer
Policy Custodian	Company Secretary
Next Review Date	July 2026
Reference Policies	Board Charter Diversity Policy Remuneration Policy

1. Objectives

1.1 The Nomination and Remuneration Committee (the “**Committee**”) is a sub-committee of the board of directors (the “**Board**”) of Unico Silver Limited (the “**Company**”, “**USL**” “**we**”, “**our**”, “**us**”). Its purpose is to support and advise the Board in fulfilling its responsibilities to shareholders, employees and other stakeholders of the Company and its related bodies corporate (Group) by:

- (a) reviewing and advising the Board on the composition of the Board and its committees and seeking to ensure that their composition reflects appropriate skills, expertise and diversity;
- (b) reviewing the performance of the Board and its committees, the chair of the Board (Board Chair), the executive and non-executive directors, and other individual members of the Board;
- (c) assisting the Board in fulfilling its responsibilities to stakeholders on remuneration activities by overseeing the development of the Board’s remuneration policy and the remuneration of senior executives, non-executive Directors and Directors; and
- (d) ensuring that proper succession plans are in place for consideration by the Board.

1.2 If the Company does not have a Nomination and Remuneration Committee, the Board will carry out the duties that would ordinarily be carried out by the Nomination and Remuneration Committee under the Nomination and Remuneration Committee Charter.

2. Authority

2.1 The Committee has authority to exercise its roles and responsibilities as set out in this Charter and granted to it from time to time by resolution of the Board. The Committee has authority to conduct or authorise reviews of any matters within its scope of responsibility. It is empowered to:

- (a) retain outside advisers to advise the Committee or assist in the conduct of a review;
- (b) seek any information it required from Board members and employees (all of whom are directed to cooperate with the Committee’s requests) or external parties; and
- (c) meet with Group officers, employees, internal and external auditors, or outside legal advisers as necessary and without management present.

3. Committee Membership

- 3.1 It is intended that the Committee consist of:
- (a) a minimum of three (3) non-executive directors and a majority of whom are independent directors of the Company; and
 - (b) a chairman (“**Committee Chair**”), who is an independent director and not the chairman of the Board. The Committee Chair will be appointed by the Board.
- 3.2 The Committee will assist the Board to fulfil its oversight responsibilities in respect of remuneration and nomination, including reviewing and determining executive remuneration and performance.
- 3.3 The Board may appoint additional directors to the Committee or remove or replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.
- 3.4 Directors who are non-Committee members may attend all or part of a meeting at the invitation of the Committee Chair, subject to no conflict of interest on the matters being discussed.
- 3.5 The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary
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4. Nomination Responsibilities

- 4.1 In relation to its nomination function, the Committee is required to:
- (a) develop a process for evaluating the performance of the Board, its committees, the Board Chair, the executive and non-executive directors, and the other individual members of the Board;
 - (b) periodically review the skills, performance, and effectiveness of the Board, its committees, the Board Chair, the executive and non-executive directors, and the other individual members of the Board, having regard to the strategic direction of the Company;
 - (c) establish criteria for Board membership;
 - (d) review the size and composition of the Board, having regard to the objective that the Board comprise of directors with a broad range of skills, expertise and experience, from a diverse range of backgrounds, including gender;;
 - (e) review the time commitment required from non-executive directors and whether existing non-executive directors are meeting that requirement;
 - (f) establish with each candidate for a non-executive directorship their commitments outside the Company and the time involved with each, and obtain from each a written statement confirming they are able to dedicate sufficient time to the position;
 - (g) develop and review disclosure about a formal and transparent process for selection, appointment and re-appointment of directors, including criteria for selection of candidates, steps taken to ensure a diverse range of candidates are selected and how any gaps in the skill or experience of the Board are identified;
 - (h) evaluate and propose candidates for directorships to the Board having regard to the desired composition of the Board as stated in the Company’s Board Charter and Diversity Policy, as well as the particular skills, experience, expertise, and diversity that will best increase the effectiveness of the Board having regard to the competencies held by existing directors;
 - (i) undertake appropriate checks before appointing the person or putting the person forward to shareholders as a candidate for election as a director. These checks will include the candidate’s character, experience, education, criminal record and bankruptcy history;

- (j) inform the Board of the names of directors who are retiring in accordance with the provisions of the Constitution or as required by the ASX Listing Rules and make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director. In order to make these recommendations, the Committee will review the retiring director's performance during the period in which the director has been a member of the Board;
- (k) propose measurable objectives to assist the Company to achieve gender diversity for adoption by the Board, annually review the Company's progress in meeting each objective and report to the Board on the effectiveness of the objectives and the Company's progress;
- (l) establish and facilitate an induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board;
- (m) require non-executive directors to inform both the Board Chair and the Committees' Chair before accepting any new directorships;
- (n) identify any specific responsibilities of individual Board members, including the Board Chair;
- (o) provide to directors continuing education for the purpose of updating and maintaining skills and knowledge;
- (p) ensure directors receive briefings on material developments in laws, regulations, and accounting standards relevant to the Company;
- (q) review succession planning for the executive directors and other senior management of the Company including in regard to maintaining an appropriate mix of skills, experience, expertise and diversity; and
- (r) review the membership and performance of other Board committees and make recommendations to the Board.

5. Remuneration Responsibilities

5.1 In relation to its remuneration function, the Committee is required to:

- (a) ensure the Company maintains effective remuneration policies and strategies to attract, incentivise and retain highly competent employees including short and long term incentive plans and equity-based incentive plans (if applicable);
- (b) review the Company's performance and remuneration review principles;
- (c) review and make recommendations (in accordance with the Company's remuneration policies and framework) concerning all components of the remuneration of executive directors and, in conjunction with the CEO's recommendations, senior executives, including (as appropriate) fixed, performance-based and equity-based remuneration, short and long term incentives and all other entitlements and benefits arising from the terms of employment;
- (d) review the short and long term performance goals and objectives of executive directors and, in conjunction with the CEO's recommendations, senior executives together with the process for annual review and evaluation of progress towards attainment of those goals and objectives;
- (e) review the level of any entitlement of executive directors and senior executives to any short and long term incentives in accordance with the rules and principles of any incentive plans;
- (f) review and make recommendations to the Board on director's fees for non-executive Directors;

- (g) seek external advice on director remuneration, executive remuneration and short and long term incentive plans and equity-based incentive plans (if applicable) and obtain regular benchmarking data before recommendations are made to the Board;
 - (h) considering those aspects of the Company's remuneration policies and packages which require shareholder approval or where it may be best practice to seek such approval;
 - (i) oversee and review the policy and operation of the Company's employees' equity incentive plans in place from time to time;
 - (j) ensuring that fees paid to directors are within the aggregate amount approved by shareholders and making recommendations to the Board regarding any increases needed to the aggregate amount at the next annual general meeting; and
 - (k) such other matters relating to remuneration as may be referred to it by the Board from time to time.
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6. Procedural Requirements

- 6.1 The Committee will meet as required but not less than two times a year, having regard to when director and executive remuneration is due for review, and the date of the annual meeting of the Company.
- 6.2 Meetings of the Committee will be convened on reasonable notice issued by the Board or by any two members of the Committee by notice to all members of the Committee.
- 6.3 A quorum of the Committee will comprise two members, one of whom must be the Committee Chair or, in the absence of the Committee Chair, another independent director. However, all members are expected to attend and participate in Committee meetings.
- 6.4 If the Committee Chair is absent from a meeting and no acting chairman has been appointed, the members present may choose one of them to act as chairman for that meeting.
- 6.5 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.
- 6.6 Non-committee members may be invited to attend meetings by the Committee Chair.
- 6.7 Each member of the Committee will have one vote.
- 6.8 The Committee Chair will not have a casting vote. If there is a tied vote, the motion will lapse or be referred to the Board for decision.
- 6.9 A member of the Committee will not participate in the review of their own performance.
- 6.10 A member must not be present for discussions at a Committee meeting on, or vote on a matter regarding, his or her election, re-election, or removal.
- 6.11 A member of the Committee must not be present for discussions on, or vote in a matter regarding, his or her own remuneration or a specific remuneration policy that affects him or her. However, a member who is a non-executive director may be present and vote in relation to the remuneration of non-executive directors.
- 6.12 The Committee must be provided with such internal resources as it considers necessary or desirable to fulfil its objectives.
- 6.13 The Committee may seek such advice from any external parties or professional advice as it may consider necessary or desirable to fulfil its objectives.
- 6.14 Following each meeting the Committee Chair will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires

Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.

- 6.15 Minutes of meetings of the Committee will be prepared for approval by the Committee and be circulated to the members of the Board.
- 6.16 The Company Secretary will provide such assistance as may be required by the Committee Chair in relation to preparation of the agenda, minutes or papers for the Committee.
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7. Committee Secretary

- 7.1 The Company Secretary will act as secretary of the Committee.
- 7.2 The Company Secretary, or their nominee, will attend all Committee meetings or otherwise receive an update from the Committee Chair to ensure that accurate minutes are taken of each Committee meeting.
- 7.3 Minutes of meetings of the Committee will be prepared for approval by the Committee and circulated to the members of the Board.
- 7.4 The Company Secretary will provide such assistance as may be required by the Chair including in relation to preparation of the agenda, minutes or papers for the Committee.
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8. Re-election of Directors

- 8.1 Each year, the Committee will review each of the directors who are seeking re-election having regard to:
- (a) their independence;
 - (b) the results of their performance review;
 - (c) the time required for a non-executive director to undertake the role and whether they are meeting such requirement;
 - (d) the Company's succession plan;
 - (e) their skill set relative to the Company's strategy; and
 - (f) any other factor considered relevant to the director's contribution to the Board.
- 8.2 On the basis of its review, the Committee will make recommendations to the Board regarding whether to support the director's re-election and a summary of the reason why the Committee makes such recommendations.
- 8.3 The Committee's review should ensure that the Company can provide its shareholders with all material information in its possession to assist in making a decision on whether or not to re-elect a director.
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9. Committee Performance Review

- 9.1 The Committee will prepare and provide to the Board annually:
- (a) a self-evaluation of its performance against its Charter, goals and objectives;
 - (b) recommend goals and objectives for the coming year; and
 - (c) recommend changes or improvements to this Charter if necessary.

9.2 The review must be done by way of a written report to the Board by the Committee Chair.

10. Disclosure

- 10.1 The Board will make available at the end of each reporting period, the number of times the Committee met throughout that period and the individual attendances of the members at those meetings.
- 10.2 The Board will make available its policies and practices in relation to the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in accordance with the Corporations Act and listing rules.
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11. Revision of this Charter

- 11.1 This Charter will be reviewed by the Board every two years, or as often as it considers necessary, to ensure it remains effective and meets the best practice, listing rules and the Company's needs.
- 11.2 This Charter and any amendments to it must be approved by the Board.
- 11.3 The Charter will be available on the Company's website within a reasonable time after any such updates or amendments have been approved.