Nomination, Remuneration and Governance Committee Charter

Prescient Therapeutics Limited

ACN 006 569 106

Reviewed/Approved by the Board		
1.0	Adopted	June 2026

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1. Purpose

1.1 The purpose of the Nomination, Remuneration and Governance Committee (NRGC) is to assist the Board in discharging its responsibilities by providing independent oversight, rigorous review and recommendations in relation to:

(a) Board composition, succession planning and director appointments;

(b) Remuneration frameworks that promote long-term value creation;

(c) Governance structures, policies and practices; and

(d) Transparency and alignment with regulatory requirements, ASX Corporate Governance Principles and stakeholder expectations.

2. Authority

2.1 The Committee is authorised by the Board to:

(a) Investigate any matter within its scope;

(b) Obtain independent professional advice at the company's expense;

(c) Access management, internal resources and external advisers as required; and

(d) Make recommendations to the Board on governance, remuneration and nomination matters.

3. Composition

3.1 The Committee shall comprise at least three non-executive directors, a majority of whom must be independent.

3.2 The Board will appoint the Committee Chair, who must be an independent director.

3.3 Members will collectively possess skills and experience relevant to governance, remuneration, and board appointments.

4. Meetings

4.1 The Committee shall meet at least twice per year, with additional meetings as required.

4.2 A quorum shall consist of a majority of Committee members.

4.3 The Committee may meet with internal and external advisers or management as necessary.

4.4 Minutes will be maintained and circulated to the Board.

5. Responsibilities

Governance Oversight

5.1 Oversee the organisation's governance framework and recommend improvements to ensure alignment with ASX Corporate Governance Principles.

5.2 Review governance policies (e.g., Board Charter, Code of Conduct, delegations, disclosure framework).

5.3 Monitor investor expectations and governance trends, informed by major institutional investor guidelines.

5.4 Monitor the culture of acting lawfully, ethically and responsibly across the organisation.

Board Composition and Nomination

5.5 Review Board composition to ensure an appropriate mix of skills, experience, and diversity.

5.6 Maintain and review a Board skills matrix to identify capability gaps.

5.7 Ensure succession planning aligns with the organisation's strategic direction.

5.8 Lead director succession planning and recommend candidates for appointment or re-election.

5.9 Review and recommend processes for evaluating the Board, Committees and individual directors.

5.10 Oversee induction and ongoing development of directors.

Remuneration

5.11 Recommend a remuneration framework aligned with organisational strategy, investor expectations and regulatory requirements.

5.12 Review and recommend remuneration packages for directors, executives and senior management.

5.13 Oversee incentive plan design, performance metrics, and disclosure requirements.

5.14 Oversee the application of malus and clawback provisions where appropriate.

5.15 Ensure remuneration outcomes appropriately reflect risk outcomes and conduct.

5.16 Monitor remuneration practices for alignment with long-term value creation and risk management principles, consistent with ASX guidance on fair and responsible remuneration.

5.17 Remuneration policies will be designed to attract, retain and motivate high-quality directors and executives while aligning with the creation of sustainable long-term value.

Governance Disclosures

5.18 Oversee governance-related disclosures in the annual report, including ASX governance statement requirements.

5.19 The Committee will ensure appropriate disclosure of its activities in the organisation's annual report.

5.20 Review corporate reporting elements where governance assurance is required.

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6. Reporting

6.1 The Committee Chair will report to the Board after each meeting.

6.2 The Committee will provide an annual report to the Board summarising activities, governance improvements, and key recommendations.

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7. Review of Committee Performance

7.1 The Committee will conduct an annual self-assessment and report outcomes to the Board.

7.2 The Charter will be reviewed at least annually, with recommended amendments submitted to the Board for approval.