MARLIN GLOBAL LIMITED

REMUNERATION & NOMINATIONS COMMITTEE CHARTER

April 2026

CONSTITUTION

The Remuneration and Nominations Committee shall be a committee of the Board established by the Board.

OBJECTIVES

The objective of the Committee is to:

- set and review the level of directors' remuneration;
- ensure a formal, rigorous, and transparent procedure for the appointment of new directors to the Board;
- evaluate the balance of skills, knowledge, and experience on the Board; and
- make recommendations to the Board in regard to the following charter and policies:

  Remuneration and Nominations Committee Charter

  Director Remuneration Policy

  Diversity and Inclusion Policy

  Code of Ethics and Standards of Professional Conduct.

MEMBERSHIP

Members of the Committee shall comprise all members of the Board.

The number of members of the Committee shall be not less than three.

The Chair of the Board shall be the Chair of the Committee.

SECRETARIAL AND MEETINGS

The secretary of the Committee shall be appointed by the Board.

A quorum of members of the Committee shall be two.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee.

Meetings shall be held at least once per year and at other times it deems necessary. The proceedings of all meetings shall be minuted.

RESPONSIBILITIES

The responsibilities of the Committee are to review and make recommendations to the Board in respect of:

Remuneration matters

a) the remuneration of directors; and

b) the disclosure of remuneration in the company's public materials including NZX filings and the annual report.

Nomination matters

c) assessing the skills and competencies required on the Board;

d) policies relating to recruitment, retention and performance measurement of directors;

e) from time to time assessing the extent to which the required skills are represented on the Board;

f) establishing processes for the review of the performance of the Board as a whole and any committees;

g) establishing processes for the identification of suitable candidates for appointment to the Board and any committees; and

h) recommending the appointment and removal of directors.

AUTHORITY

The Committee is authorised by the Board to obtain, at the reasonable expense of the company, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the expense of the company, of outside parties with relevant experience and expertise if it considers this necessary.

REVIEW OF THE COMMITTEE AND THE CHARTER

The Committee shall undertake an annual self-review of its objectives and responsibilities and of its charter.

Such objectives, responsibilities and the charter shall also be reviewed by the Board and any other person the Board considers appropriate.

REPORTING PROCEDURES

The minutes of all Committee meetings shall be circulated to members of the Board.