betr Entertainment Limited

ACN: 647 124 641

Remuneration & Nomination Committee Charter

Adopted on 26 May 2026

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Remuneration & Nomination Committee Charter

1. Purpose of the Charter

This Charter has been adopted by the Board for the purpose of specifying the authority of the Committee as a sub-committee of the Board and setting out the role and responsibilities of the Committee which is to review and make recommendations to the Board unless otherwise expressly delegated with decision making power by the Board.

2. Definitions

General terms and abbreviations used in this Charter have the meaning set out in Schedule 1 of this document.

3. Role and responsibilities

3.1 Role

The Committee will oversee the process of recommending the appointment and approving remuneration of the Non-executive Directors, CEO, Secretary, CFO, and other senior executives and employees of the Company.

Pursuant to ASX Listing Rules all members of the Committee must be Non-executive Directors.

3.2 Objectives

The objectives of the Committee include:

(a) to review and assess the necessary and desirable competencies of the Non-executive Directors.

(b) to monitor and evaluate the performance of each Director individually, and of the Board collectively.

(c) to develop succession plans for the Board and to oversee development by management of succession planning for senior executives; and

(d) to develop, evaluate, approve, and review remuneration practices and policies.

3.3 Responsibilities

The Committee will:

(a) determine and review the time commitment required from each Director to discharge his or her obligations to the Company in an effective manner.

(b) identify and evaluate the necessary and desirable skills, experience and diversity of the Board and Board Committees.

(c) identify suitable candidates for appointment to the Board and Board Committees to ensure an appropriate mix of expertise, experience, diversity and succession.

(d) formulate and review a process for the nomination and selection of Non-executive Directors to the Board.

(e) undertake all appropriate checks before nominating an individual as a candidate for appointment to the Board and Board Committees.

(f) regularly assess the independence of each Non-executive Director.

(g) develop and implement a succession plan for each Non-executive Director to maintain all necessary and desirable competencies.

(h) develop and implement induction programs for Non-executive Directors, including ongoing professional development.

(i) make recommendations to the Board in relation to setting measurable objectives for achieving gender diversity on the Board and in senior executive positions and assess annually both the objectives and the Company's progress in achieving them.

(j) assess the directorships in other public companies held by, or offered to, each Non-executive Director; and

(k) implement and maintain a remuneration strategy capable of attracting and motivating each Director and senior executive in the context of the objective of maximising value for the Company's security-holders.

(l) make recommendations to the Board on the development and maintenance of 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.

4. Composition and structure

4.1 Composition and structure

(a) The Committee should be structured so that it:

   (i) consists of a majority of independent Directors.

   (ii) is chaired by an independent Director; and

   (iii) has at least three members.

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

4.2 Expertise

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

(a) the principles of corporate governance, including knowledge of the most recent edition of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*.

(b) the Company’s businesses and organisation structure.

(c) the functions of the Board and the various roles and responsibilities of the Directors and other key executives; and

(d) Company management, at a senior management level.

5. Meetings and procedures

The Committee will consider remuneration and nomination issues as often as the Committee members deem necessary in order to ensure that the Committee fulfils its role and the objectives set out in this Charter. It is intended that this will occur at least once a year.

Except as set out in this Charter, the Committee is subject to the Board's general policy for engaging or seeking advice from financial and legal advisers. The Committee may seek any information it considers necessary in order to fulfil its responsibilities from:

(a) appropriate external advisers or consultants; and

(b) the Company's management,

at the Company's expense.

6. Remuneration policy

An objective of the Committee is to provide an independent and objective perspective on the value and structure of remuneration for each of the Company's Non-executive Directors, Managing Director/CEO, Secretary, CFO, and other senior executives and employees to maximise the benefit derived from their skills and experience in order to facilitate the long-term growth and success of the Company. In order to fulfil its responsibilities, the Committee will:

(a) **Executive remuneration policy**:

- (i) review, make recommendations on, and approve the Company's policy for determining executive remuneration.
- (ii) maintain the contemporary relevance of such policy, consistent with the objective of retaining and attracting quality personnel in a competitive executive market; and
- (iii) oversee the implementation of executive remuneration policy within the Company.

(b) **Executive Director and senior management remuneration**:

- (i) make recommendations to the Board regarding the remuneration of the CEO, and approve remuneration proposed by the Board.
- (ii) make recommendations to the Board regarding the remuneration of other Executive Directors and direct reports to the CEO, and approve remuneration proposed by the Board; and
- (iii) make recommendations to the Board on specific superannuation or retirement arrangements for Executive Directors, the CEO, and direct reports to the CEO, and approve superannuation and retirement arrangements proposed by the Board; and
- (iv) obtain independent, market-based remuneration benchmarks on an annual basis to ensure competitive levels of benefit.

(c) **Executive incentive plans**:

(i) make recommendations to the Board regarding the design of all executive incentive plans, and amend, review, and approve incentive plans proposed by the Board.

(d) **Non-executive Director remuneration**:

(i) distinguish the structure of Non-executive Directors' remuneration from that of Executive Directors and other senior executives; and

(ii) make recommendations to the Board regarding the framework and level of remuneration for Non-executive Directors consistent with the objective of retaining and attracting suitable candidates for the Board while maintaining a level of remuneration commensurate with boards of a similar size and type including the design of and their participation in any share option or performance rights incentive plan which may be appropriate for the Company.

(e) **Performance measurement policies and procedures**:

(i) ensure that the recommended remuneration of each of the CEO, Executive Directors and direct reports to the CEO comprises a suitable balance between fixed and incentive pay, reflecting short and long-term objectives relevant to the Company's scale, performance, and business objectives.

(ii) review the performance of the CEO and Executive Directors having regard to each element of their remuneration.

(iii) adopt and implement policies and practice regarding the deferral of performance-based remuneration.

(iv) make recommendations to the Board regarding performance management policies and procedures, consistent with incentive-based remuneration practices and designed by reference to specified performance targets, for the CEO, Executive Directors, and direct reports to the CEO; and

(v) review all public disclosures to ensure that both the levels and process of setting the remuneration for Directors, the CEO and senior executives are fully and fairly reported, as required by law and consistent with common practice.

(f) **Termination policies and procedures**:

(i) make recommendations to the Board regarding termination policies for the CEO, Executive Directors, and direct reports to the CEO.

(g) **Equity based plans**:

(i) make recommendations to the Board to ensure the adequacy and relevance of equity-based and share option or performance rights plans; and

(ii) ensure that equity based and share option or performance rights plans operate within their stated limits and within the limits prescribed by the ASX Listing Rules.

7. Nomination policy

With respect to the nomination of candidates for appointment as non-executive Directors, Managing Director/CEO, Secretary, CFO, and other senior executives and employees, in order to fulfil its responsibilities, the Committee will:

(a) develop criteria for selection of candidates for the Board and Board Committees in the context of the existing composition and structure considering its desired mix of skills, experience and diversity.

(b) advise and make recommendations to the Board on the appointment and removal of Directors and Board Committee members considering the Board's or Board Committee's current skills, experience, suitability and diversity.

(c) develop a succession plan for the Board and Board Committees with a view to maintaining an appropriate balance of skills, experience, and diversity.

(d) ensure that there is an appropriate induction program in place for new Directors and Board Committees members; and

(e) review all public disclosures to ensure that both the composition of the Board and the matrix of skills, experience, and diversity the Committee intends to achieve and maintain is fully, fairly and transparently reported as required.

8. Accountability of Board

The Board has ultimate responsibility for overseeing the performance of the Company, including its remuneration and nomination policies.

The Committee is responsible for preparing recommendations to the Board in relation to the appointment of proposed candidates, and to ensure that the Board is sufficiently informed in its decision-making with respect to remuneration strategies and structures.

9. Compliance with disclosure obligations

The Committee will review all reporting by the Company of its remuneration and nomination policies and practices, including the Company's annual remuneration report and Annual Report, to ensure that the Company meets its disclosure obligations as required under the ASX Listing Rules and the Corporations Act.

10. Variation

The Board may change this Charter by resolution.

Schedule 1 Definitions

General terms and abbreviations used in this Charter have the following meaning set out below:

Accounting Standards	has the meaning given to that term in section 9 of the Corporations Act.
ASX	means ASX Limited ABN 98 008 624 691 or the securities market operated by ASX Limited, as the case may be.
ASX Listing Rules	means the listing rules of the ASX, as amended from time to time.
Board	means the board of Directors of the Company.
Board Committees	means committees established by the Board.
CEO	means the chief executive officer of the Company.
CFO	means the chief financial officer of the Company.
Charter	means this 'Remuneration & Nomination Committee Charter'.
Committee	means the 'Remuneration & Nomination Committee'.
Company	means betr Entertainment Limited ACN 647 124 641.
Corporations Act	means *Corporations Act 2001* (Cth).
Director	means a director of the Company.
Executive Director	means an executive Director of the Company.
Managing Director	means the managing director of the Company, or other equivalent senior executive.
Non-executive Director	means a non-executive Director of the Company.
Secretary	means the company secretary of the Company.