

Remuneration Committee Charter

1 Remuneration Committee

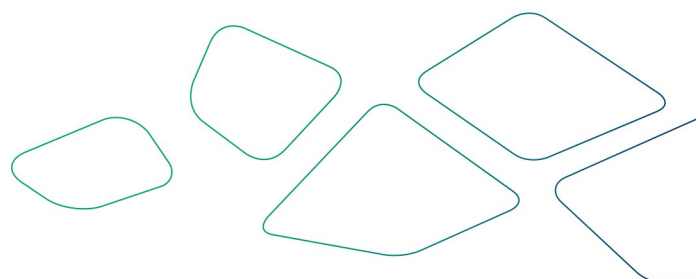
- 1.1 **Scope of Charter.** This Charter sets out the authority, composition, objectives, responsibilities and scope of the Remuneration Committee (**Committee**).
- 1.2 **Role of Committee.** The Committee is a committee of PolyNovo's Board of Directors (**Board**). Its role is to assist the Board by making recommendations in relation to remuneration matters. The Board retains ultimate responsibility for all decisions within the Committee's remit.
- 1.3 **Charter Review.** The Committee will review this Charter at least annually and recommend any changes to the Board for approval.

2 Membership

- 2.1 **Membership and Composition.** The Committee must:
 - (a) be appointed by the Board;
 - (b) comprise at least three members, a majority of whom are independent non executive directors; and
 - (c) be chaired by an independent non executive director.
- 2.2 **Term of Appointment.** Committee members are appointed for so long as the Board determines and may be removed or replaced by the Board at any time.
- 2.3 **Invitees.** The Committee may invite any person it considers appropriate to attend meetings. Subject to section 2.5, the Chief Executive Officer and the Chief People Officer have a standing invitation to attend Committee meetings. Invitees have no voting rights or decision making authority.
- 2.4 **Committee Secretary.** PolyNovo's Company Secretary (or his/her nominee) will act as Committee Secretary.
- 2.5 **Exclusion of Management.** The Chair may request that management withdraw from all or part of any meeting at any time, including where the Chair considers it appropriate to preserve independence, confidentiality, or manage actual or perceived conflicts of interest.
- 2.6 **Conflicts.** No executive or director may be present for discussions or decisions relating to their own remuneration. In relation to non-executive director fees, the Committee may consider and make recommendations notwithstanding that directors have an interest, provided that the Committee acts in the interests of the Company as a whole, and shareholder approval is obtained where required.

3 Meetings

- 3.1 **Number of Meetings.** The Committee will meet as often as necessary to discharge its responsibilities effectively, and at least twice per year.
- 3.2 **Use of Technology.** Meetings may be held using any technology that allows members to participate contemporaneously. A member participating in this way is taken to be present.



- 3.3 **Quorum.** A quorum is two members (or a majority of members if greater). Matters are decided by a majority of votes.
- 3.4 **Board Reporting.** The Committee Chair will report to the Board at the next Board meeting on the Committee's activities, findings and recommendations.
- 3.5 **Disclosure.** The Company will disclose, at the end of each reporting period, the number of Committee meetings held and the attendance of each member.

4 Minutes of meetings

- 4.1 **Preparation and Approval of Minutes.** Minutes of each Committee meeting will be prepared by the Committee Secretary and approved by the Committee Chair.
- 4.2 **Circulation of Minutes.** Approved minutes will be circulated to Committee members promptly and included in the papers for the next Board meeting, unless a conflict of interest requires restricted circulation.
- 4.3 **Board Access to Committee Papers.** The agenda and supporting papers of the Committee are available to all directors upon request to the Committee Secretary, subject to conflict-of-interest considerations.

5 Responsibilities

The Committee's responsibilities include reviewing and making recommendations to the Board on:

5.1 Remuneration governance and framework

- (a) The Company's remuneration strategy, philosophy, policies and practices across all jurisdictions in which the Company employs staff;
- (b) Remuneration arrangements for non-executive directors, including the allocation of any shareholder-approved fee pool;
- (c) Remuneration frameworks for the CEO and Executive Team, including the balance between fixed and variable remuneration;
- (d) Short-term and long-term incentive plan design, performance measures, gateways and vesting outcomes, ensuring alignment with the Company's strategy, values and risk appetite;
- (e) The use of malus and clawback arrangements, where applicable; and
- (f) Governance of remuneration consultants, including approval of engagement terms and ensuring advice is provided independently to the Committee or Board.

5.2 Performance, conduct and risk alignment

- (a) Ensuring a clear link between performance and remuneration outcomes;
- (b) Monitoring behaviours encouraged by remuneration structures to ensure they promote ethical conduct, compliance, patient safety, quality outcomes and long-term shareholder value;
- (c) Reviewing termination, severance and change-of-control arrangements for the CEO and Executive Team to ensure outcomes are appropriate and not excessive; and
- (d) Determining whether shareholder approval is required for any remuneration or incentive arrangements and recommending approval where appropriate.

5.3 Equity, incentives and workforce considerations

- (a) Equity-based remuneration plans and offers (including employee equity plans);
- (b) Monitoring pay equity, including gender and other inappropriate bias across the workforce;
- (c) Reviewing and endorsing the Company's Remuneration Report for recommendation to the Board for approval and inclusion in the Annual Report;
- (d) Reviewing the outcome of the annual shareholder advisory vote on the Remuneration Report and considering stakeholder feedback. Where a material proportion of shareholders vote against the Remuneration Report, the Committee will consider and recommend appropriate actions to the Board and oversee engagement with shareholders; and
- (e) Oversight of workforce culture, wellbeing and engagement metrics, including material people-related risks or issues.

6 Diversity

The Committee will oversee the implementation and ongoing monitoring of the Company's diversity policy and diversity objectives, insofar as they relate to remuneration and workforce outcomes.

This includes:

- (a) reviewing diversity objectives annually;
- (b) monitoring progress against diversity targets;
- (c) reviewing gender composition and pay equity across the workforce and Executive Team; and
- (d) reporting to the Board on diversity outcomes and any recommendations for improvement.

7 Access to information and independent advice

7.1 **Right to Information.** The Committee has authority to seek any information it requires from management, and all employees must comply with such requests.

7.2 **External Advice.** The Committee may engage independent external advisers (including remuneration, legal or other experts), locally or internationally, on terms approved by the Committee, at the Company's expense.

8 Approval and adoption

This Remuneration Committee Charter was approved by the Board on 28 April 2026. Any amendments to this Remuneration Committee Charter are subject to approval by the Board.