

People, Remuneration and Nomination Committee Charter

As at 16 September 2026

1. Role

The role of the People, Remuneration and Nomination Committee is to assist the Board in monitoring and reviewing any matters of significance affecting the people and culture of the Company, remuneration of the Board and employees and succession planning for the Board. This Charter defines the People, Remuneration and Nomination Committee's function, composition, mode of operation, authority, and responsibilities.

2. Purpose

The primary purpose of the People, Remuneration and Nomination Committee is to support and advise the Board in fulfilling its responsibilities to security holders by:

- (a) ensuring that executive remuneration demonstrates a clear relationship between key executive performance and remuneration;
- (b) recommending to the Board the remuneration of executive and non-executive Directors. The Board shall set individual non-executive director fees within the maximum aggregate remuneration approved by security holders;
- (c) fairly and responsibly rewarding executives having regard to the performance of DroneShield, the performance of the executive and the prevailing remuneration expectations in the market;
- (d) reviewing DroneShield's recruitment, retention and termination policies and procedures for executives;
- (e) reviewing and approving the remuneration of direct reports to the Managing Director, and as appropriate other executives;
- (f) reviewing and approving any equity-based plans and other incentive schemes;
- (g) assisting the Board in fulfilling its responsibilities by reviewing, advising and making recommendations to the Board on matters relating to group-wide people and culture strategy and talent management; and
- (h) assisting the Board with succession planning and ensuring that the Board maintains an appropriate mix of skills and experience.

3. Composition

- (a) It is intended the Committee will comprise of at least three members, a majority of whom are independent Non-Executive Directors and is chaired by an independent Director. The Board will appoint members of the People, Remuneration and Nomination Committee.
- (b) The Board may remove and replace members of the People, Remuneration and Nomination Committee by resolution.

4. Duties and Responsibilities

4.1. Executive Recruitment, Retention and Termination Policies

- (a) Review and approve DroneShield's recruitment, retention and termination policies and procedures for executives to enable DroneShield to attract and retain executives and Directors who can create value for security holders.

4.2. Executive Directors and Executive Team

- (a) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts).
- (b) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Managing Director.
- (c) Oversee an annual performance evaluation of the executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.
- (d) Recommend changes to the remuneration or contract terms of executive Directors and approve changes to the remuneration or contract terms of direct reports to the Managing Director.
- (e) Recommend to the Board termination payments to executive Directors, and approve termination payments to direct reports to the Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

4.3. Executive Incentive Plans (including Equity Based Plans)

- (a) Review and approve the design of any executive incentive plans (Plans).
- (b) Review and approve any Plans that may be introduced in the light of legislative, regulatory and market developments.
- (c) For each Plan, determine each year whether awards will be made under that Plan.
- (d) Review and approve total proposed awards under each Plan.
- (e) In addition to considering awards to executive Directors and direct reports to the Managing Director, review and approve proposed awards under each Plan on an individual basis for executives as required under the rules governing each Plan or as determined by the People, Remuneration and Nomination Committee. Any award involving the issue of shares, options or other securities remains subject to any separate Board or security holder approval required under the Board Charter, applicable law, the ASX Listing Rules or the relevant Plan rules.
- (f) Review, approve and keep under review performance hurdles for each Plan.
- (g) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

4.4. People and Culture

- (a) Oversee the alignment of the human resources and employee relations strategy; and
- (b) Ensure talent management and development frameworks and strategies are in place.

4.5. Nomination

- (a) Periodically review and consider the structure and balance of the Board and make recommendations to the Board regarding appointments, retirements, and terms of office of Directors.
- (b) Identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company.
- (c) Make recommendations to the Board for the election or re-election of Directors, taking into account the Director's skills, experience and other commitments.

- (d) undertake appropriate checks before appointing a candidate as a director, before putting forward to security holders a candidate for election or re-election as a director, and not more than 3 years after the previous check.
- (e) Develop and regularly review the Board skills matrix and recommend it to the Board for approval.
- (f) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.
- (g) Reviewing and approving succession plans for the Managing Director and direct reports to the Managing Director.
- (h) Approve and review induction and continuing professional development programs and regularly review the effectiveness of these processes.
- (i) Assist the Board in relation to the performance evaluation of the Board, its committees and individual directors.

4.6. Other

The People, Remuneration and Nomination Committee shall perform other duties and activities that it or the Board considers appropriate.

5. Meetings

- (a) The People, Remuneration and Nomination Committee will meet at least four times per year and additionally as circumstances may require.
- (b) Meetings are called by the People, Remuneration and Nomination Committee Secretary as directed by the Board or at the request of the Chair of the Committee.
- (c) A quorum shall comprise any two members of the People, Remuneration and Nomination Committee. In the absence of the People, Remuneration and Nomination Committee Chair or appointed delegate, the members shall elect one of their members as Chair.
- (d) Where deemed appropriate by the Chair of the People, Remuneration and Nomination Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chair of the People, Remuneration and Nomination Committee having the casting vote.
- (f) The People, Remuneration and Nomination Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the People, Remuneration and Nomination Committee, as they consider appropriate.

6. Secretary

- (a) The Company Secretary or their nominee shall be the Secretary of the People, Remuneration and Nomination Committee and shall attend meetings of the Committee as required.
- (b) The People, Remuneration and Nomination Committee Secretary will be responsible for keeping the minutes of meetings of the People, Remuneration and Nomination Committee and circulating them to People, Remuneration and Nomination Committee members.
- (c) The People, Remuneration and Nomination Committee Secretary shall distribute supporting papers for each meeting of the People, Remuneration and Nomination Committee as far in advance as possible.

7. Reliance on Information or Professional or Expert Advice

Each member of the People, Remuneration and Nomination Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of DroneShield whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of DroneShield in relation to matters within the Director's or officer's authority.

8. Access to Advice

- (a) Members of the People, Remuneration and Nomination Committee have rights of access to the books and records of DroneShield to enable them to discharge their duties as People, Remuneration and Nomination Committee members, except where the Board determines that such access would be adverse to DroneShield's interests.
- (b) The People, Remuneration and Nomination Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the People, Remuneration and Nomination Committee consulting an independent expert will be borne by the Company, subject to the requirements relating to access to independent advice in the Board Charter.

9. Report to the Board

- (a) The Committee Chair will provide a brief oral report to the Board on any material matters arising out of Committee meetings. All directors may, within the Board meeting, request information from Committee members. Once approved by the People, Remuneration and Nomination Committee the minutes of each Committee meeting will also be provided to the Board with the Board papers for the next meeting, except where the People, Remuneration and Nomination Committee determines that providing access would be adverse to the Company's interests.
- (b) The Committee will also consider if any material matters arising out of Committee meetings should be advised to any other Committee and, if so, take appropriate action.

10. Review

The Board will update the Charter as required or as a result of new laws or regulations