DENISON GAS LIMITED

REMUNERATION AND NOMINATION COMMITTEE CHARTER

This Charter sets out the authority, responsibilities, membership and operation of the Remuneration and Nomination Committee (**Committee**) established by the board of directors (**Board**) of Denison Gas Limited (**Company**[1]).

1 AUTHORITY

The Committee has the authority delegated to it by the Board in matters of nomination, compensation, bonuses, incentives and remuneration pertaining to directors of the Company (**Directors**) and the management team specifically, and more general the guidelines applicable to global Company staff, as set out in this Charter.

2 PURPOSE

The purpose of the Committee is to assist the Board in:

(a) building a strong and independent Board and ensure a formal and transparent process for the appointment and reappointment of directors of the Company[1] (Directors) taking into account the need for progressive renewal of the Board and for an appropriate mix of skills, diversity and experience so that the Board is an effective decision-making body;

(b) overseeing the Company's nomination policies and practices in order to attract, motivate, evaluate and retain the Directors and the Managing Director[2], so as to appropriately align their interests with those of investors and key stakeholders; and

(c) establishing a formal and transparent process for developing policies on Director and executive remuneration, and attract, motivate and retain a pool of talented Directors and executives through attractive and competitive remuneration packages, and have a global oversight over remuneration including equity-based incentives.

3 DUTIES AND RESPONSIBILITIES

The Committee, in carrying out its duties, must take into consideration applicable laws, regulations, and corporate governance rules. The Committee's key responsibilities and functions are to assist the Board, make recommendations, and where authority is delegated by the Board, approve relevant matters relating to:

3.1 Nomination of Directors

(a) Developing a process for the selection, recruitment, appointment and re-election of Directors (including alternate Directors), by:

(i) evaluating the balance of skills, experience, independence, knowledge and diversity of Directors sitting on the Board;

(ii) considering this evaluation, satisfying itself of the description of the role and capabilities required for a particular appointment; and

(iii) undertaking appropriate background checks before putting forward a candidate for appointment or election as a Director;

[1] For the purpose of this Charter, where relevant, 'Company' includes all existing subsidiaries of Denison Gas Limited.

[2] The Managing Director is assumed to hold the duties of the Chief Executive Officer. The Chief Executive Officer is the person performing the chief executive function as defined in section 295A(4) and (5) of the Corporations Act, irrespective of their title.

(b) Identifying and reviewing all nominations for the approval of the Board for the appointment, re-appointment or termination of:

(i) Directors (including alternate Directors);

(ii) committee members; and

(iii) committee Chairs,

having regard to a Director's:

(i) contribution and performance (for example, attendance, preparedness, participation, collaboration and candour);

(ii) independence;

(iii) competences, skills and diversity; and

(iv) length of tenure, and

having regard to the necessary and desirable competencies, mix of skills and diversity amongst the Directors;

(c) Ensuring that Directors submit themselves for re-nomination and re-election at least once every three (3) years;

(d) Annually reviewing the composition of the Board and of its committees to provide balance in terms of size, diversity, skills, expertise, independence and knowledge of the Company so as to avoid groupthink, foster constructive debate and encourage effective decision-making;

(e) Setting the objectives for achieving board diversity and reviewing the Company's progress towards achieving these objectives; and

(f) Reviewing the succession plans for the Directors, in particular the appointment and/or replacement of the Chair of the Board.

3.2 Review of performance

(a) Developing a process for evaluation of the performance of the Board, its committees and each of the Directors and proposing objective performance criteria, as approved by the Board;

(b) Undertaking a formal annual assessment of the Board's effectiveness as a whole, of each committee and of each individual Director, including the reviewing whether or not a Director of the Company is able to and has been adequately carrying out his/her duties as a Director, including a Director who has multiple board representations on various companies, having regard to competing time commitments.

3.3 Independence

(a) Determining annually, and as and when circumstances require, whether or not a Director is independent having regard to:

(i) that Director's conduct, character and judgement, and any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect that Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party;

(ii) any business relationships which the Director, his or her immediate family member, or an organisation which the Director, or his or her immediate family member is a substantial shareholder, partner (with 5% or more stake),

executive officer or director has with the Company, and the Director's direct association with a substantial shareholder of the Company, in the current and immediate past financial year. The amount and nature of the service is disclosed in order to assess its materiality;

(iii) any tenure in excess of nine (9) years as a non-executive Director of the Company;

(b) Monitoring Directors' disclosures of their relationships with the Company, related corporations, substantial shareholders or officers, if any, which may affect their independence, and reviewing such disclosures from the Directors and highlighting these to the Board as required; and

(c) Reviewing and monitoring any potential conflict of interest that may arise in respect of any of the Directors.

3.4 Training

(a) Reviewing the induction program for new non-executive Directors and continuing development program for Directors to ensure that Directors are aware of their duties and obligations;

(b) Reviewing training and professional development programmes for the Board and its Directors;

3.5 Skills Matrix

Developing, reviewing and reporting 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.

3.6 Nomination and performance of the Managing Director, Executive Director/s and other Key Management Personnel[3]

(a) Developing the process for the selection, appointment of the Managing Director, the Executive Director/s, and the direct reports to the Board by:

(i) evaluating the balance of skills, experience, independence, knowledge and diversity;

(ii) considering this evaluation, reviewing and satisfying itself of the description of the role and capabilities required for a particular appointment;

(iii) undertaking appropriate checks before putting forward a candidate for appointment to a role; and

(iv) determine the roles and responsibilities of Executive Directors and the Managing Director;

(b) Reviewing annually the performance of the Managing Director, Executive Directors and other Key Management Personnel;

(c) Reviewing the terms of employment of the Managing Director, Executive Directors and other Key Management Personnel; and

(d) Reviewing the succession plans for the Managing Director, the Executive Directors, and other Key Management Personnel.

[3] Key Management Personnel are the employees who report directly to the Board, including, without limitation, Executive Directors, Chief Financial Officer, Chief Operating Officer, employees who effectively carry out all or part of the duties typically attributed to those functions or who hold statutory appointments under applicable laws and regulations and any other person who the Committee deems to be Key Management Personnel due to the scope of their duties for the purpose of this document. The Chief Financial Officer is the person performing the chief financial officer function as defined in section 295A(6) and (7) of the Corporations Act, irrespective of their position title.

3.7 Remuneration Policy Framework

(a) In consultation with the Chair of the Board, creating and reviewing periodically a remuneration policy framework and guidelines for the remuneration of the Directors and the Key Management Personnel, including the structure of short-term and long-term incentive schemes and policies; and

(b) Reviewing the remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation to ensure that they support the Company's objectives and strategies, are consistently implemented and are compliant with applicable laws.

3.8 Remuneration of Directors

(a) Considering all aspects of Directors' remuneration packages (including but not limited to the Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits-in-kind and termination payments), including termination terms, to ensure they are fair, devoid of gender or other inappropriate bias and compliant with applicable laws; and

(b) Ensuring that the remuneration of the Non-Executive Directors is appropriate to their level of contribution, taking into account factors such as effort, time spent and responsibilities.

3.9 Remuneration of Managing Director, Executive Director/s and other Key Management Personnel

(a) Making recommendations to the Board for approval of the performance targets for each of the Managing Director and Executive Director/s, and their corresponding remuneration.

(b) Ensuring that a significant and appropriate proportion of the remuneration of the Managing Director, the Executive Director/s, and Key Management Personnel is structured so as to link rewards to corporate and individual performance, and that performance-related remuneration is aligned with the interests of shareholders and other stakeholders, promotes the long-term success of the Company, enhances its risk-aware and people oriented culture and is designed so as to minimise contrary consequences.

(c) Approving performance targets for assessing the performance of Key Management Personnel and recommending such targets as well as employee specific remuneration packages for Key Management Personnel, and reporting to the Board of Directors on the same.

(d) End of employment/office: review the compensation arrangements in the services or employment contracts of the Managing Director and Executive Director/s for the loss or termination of office, or their dismissal or removal, to ensure that they are fair and reasonable and avoid the reward of poor performance.

3.10 Remuneration of other employees

(a) Reviewing staff remuneration guidelines in terms of cash-based incentive plans and equity-based plans;

(b) Reviewing the Company's annual increment and market adjustments of employee remuneration; and

(c) Reviewing and recommending remuneration packages of Related Employees[4].

3.11 Administration of employee cash-based plans

(a) Reviewing and approving the design of all cash-based incentive or bonus plans so that they are aligned with the Company's strategy, promote the long-term success of the Company, enhance its risk-aware and people oriented culture and are designed to minimise contrary consequences; and

(b) Reporting to the Board on the cost of such plans for the Company and their effectiveness in terms of attraction and retention of the workforce.

3.12 Administration of employee equity-based plans (if any)

(a) Reviewing the design of all share option plans, performance share plans and/or other equity-based plans, performance-related remuneration schemes or incentive schemes, for the Board's approval.

(b) Making recommendations to the Board on the administration of employee equity-based plans according to their rules, including making any determination regarding the eligibility for participation in, and terms of, any grants, any performance hurdles, any disposal restrictions, any forfeiture and any other matter in connection with any employee equity-based plans or the awards thereunder, and the exercise of any discretion as provided under the rules of such plans.

(c) Reporting to the Board:

(i) on the cost of such equity-based plans for the Company;

- on the total proposed awards for the upcoming twelve (12) months:
- individual grants to Directors and Key Management Personnel; and

(ii) the total grants for all other participating employees and the basis for the calculation of individual grants;

(iii) on the exercise and the circumstances for the exercise of any discretion and the making of any determination under the equity-based plans; and

(iv) on their effectiveness in terms of attraction and retention of the workforce,

and making appropriate recommendations to the Board of Directors for approval.

(d) Making recommendations to the Board for the approval of the methodology and timeline for the issue of shares under any equity-based plan, under the relevant mandate as approved by shareholders.

3.13 Disclosures on remuneration

(a) Reviewing the statements in the annual report with a view to achieving clear disclosure of the remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

(b) Reviewing the statements made in the annual report with respect to the remuneration of each Director and member of Key Management Personnel.

(c) Reviewing the statements in the annual report regarding the remuneration and independence of any remuneration consultants engaged by the Committee.

[4] **Related Employees** means employees that are related to the Directors, Key Management Personnel and/or substantial shareholders.

3.14 Other duties

(a) Reviewing and approving periodically the policies put in place to ensure compliance with various laws and regulations, to ensure that such policies are commensurate with the Company's operations and expansion plans from time to time.

(b) Assuming such other duties (if any) that may be required by law or the rules or practical guidance of any relevant authorities (as each may be, from time to time, amended, modified or supplemented).

(c) Referring to the Board any matters not falling within the scope of the Committee's duties.

The ultimate responsibility for, and power to make, decisions remain with the full Board subject to any delegations of authority to the Committee stated above.

4 COMPOSITION

Denison uses its best endeavours to comply with relevant corporate governance principles, including the ASX Corporate Governance Council Principles and Recommendations 4th ed or later editions, regarding the composition of the Remuneration and Nomination Committee. Denison recognises however that strict compliance may not always be practical or practicable, and it may be necessary to depart from those principles from time to time dependent on the composition of the Board available at that time.

(a) The members of the Committee are appointed by the Board and, where practical and practicable, comprise:

(i) at least three (3) Directors;

(ii) non-executive Directors only, a majority of whom are independent; and

(iii) an independent non-executive director Chair.

(b) A member who wishes to retire or resign from the Committee must notify the Board in writing, giving not less than two (2) months' notice.

(c) The Board may add to or replace Committee members. Other personnel of the Company and external advisers may attend meetings of the Committee at the invitation of the Committee Chair on an as needs basis.

5 MEETINGS AND ACCESS

(a) The Committee should meet as often as required but at least twice a year.

(b) Additional meetings of the Committee may be called, as determined by the Committee Chair who must take into account any request from the Board, any Committee member, the Managing Director, the Chief Financial Officer, the Chief Operating Officer or the Human Resources Manager.

(c) Meetings:

(i) may be held in person, using virtual meeting technology or a mix of both, provided that all persons participating in the meeting can participate and hear each other;

(ii) may be convened by any Committee member regarding the Committee's duties;

(iii) are convened by notice of meeting, confirming the venue, electronic facilities, date and time and enclosing an agenda of items to be discussed, to be, other than under exceptional circumstances, forwarded to each member of the Committee at least three (3) working days prior to the date of the meeting;

Committee members may however consent to shorter notice by unanimous vote;

(iv) are subject to a quorum of at least two (2) Committee members (including at least one (1) independent non-executive director), present physically or by virtual meeting technology; and

(v) are presided by the Committee Chair. If at any meeting the Chair is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one of the other independent members to be the Chair of the meeting.

(d) Access:

(i) The Committee Chair has access to and may meet in private with or invite to a Committee meeting:

(A) any Executive Director, executive, management or other staff member to seek additional information and explanations as appropriate

(B) the General Counsel and/or the Company Secretary to obtain advice and may seek independent advice from external advisers to enable it to properly carry out its functions.

(ii) The Committee and/or the Committee Chair has/have the right to obtain information, have full access to and co-operation by management or carry out any task that may be necessary to enable it to properly to carry out its role and meet its objectives.

(e) The proceedings of all Committee meetings are minuted by the Company Secretary or nominee. The minutes are confirmed and signed by the Chair of the meeting within one (1) month and circulated to all members of the Committee. All minutes are available for inspection by any Director. A written resolution signed or approved by a majority of the members of the Committee is as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents each signed by one or more members. The expressions "in writing" and signed include approvals by any electronic communication.

(f) In discharging their responsibilities, the members have a duty to act in the best interests of the Company as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

(g) Any member is required to abstain from voting, approving or making a recommendation on any resolutions of the Committee in which such member has a conflict of interest in the subject matter under consideration or on any resolutions pertaining to a Related Employee.

(h) Matters will generally be decided by consensus or, if consensus cannot be reached, by a majority of votes from the members present. Where votes are equal, the Committee Chair has a casting vote.

(i) The Committee has the right to obtain information, interview management or carry out any task that may be necessary to enable it to properly to carry out its role and meet its objectives.

6 REPORTING

(a) The Committee Chair will report to the Board following each meeting of the Committee regarding any significant matters relevant to its role and responsibilities under this Charter, Committee advice and recommendations identifying any action needed and/to be undertaken.

(b) Minutes of meetings will be included in the papers for the next full Committee meeting and will be provided to the Board at the next Board meeting, for the information of the Board.

7 REMUNERATION

Having regard to the functions performed by members of the Committee in addition to their functions as Directors and pursuant to the specific power conferred upon the Board by the Constitution of the Company, members of the Committee may be paid such special remuneration in respect of their appointment as determined by the Board.

8 REVIEW

(a) The Committee will, at least annually, review this charter of the Committee to review its purpose and responsibilities and assess its adequacy and effectiveness.

(b) This Charter is authorised by the Board and may only be amended with its approval.

(c) This Charter is available on the Company's website.

9 DOCUMENT HISTORY

Approval Date	25/09/2026
Approved by	The Board
Version Number	5