

## TINY LTD.

### COMPENSATION COMMITTEE CHARTER

#### 1. PURPOSE & OBJECTIVES OF THE COMMITTEE

The Compensation Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Tiny Ltd. (“**Tiny**” or, the “**Company**”).

The main objectives of the Committee are to:

- Ensure that Tiny has in place a sound remuneration policy framework designed to:
  - ensure that policies regarding compensation are aligned with the Company's business objectives;
  - provide levels of total compensation sufficient to attract and retain effective employees; and
  - ensure that management executives' interests are consistent with the objectives of the Board and the Company's shareholders
- Ensure that appropriate and required disclosure is made (in annual filings) of director and executive remuneration, in accordance with regulatory requirements and good governance practices.
- Ensure that there is an environment and framework where management talent and potential is assessed and developed in line with the requirements of Tiny.
- Review key executive positions within Tiny to ensure robust succession planning exists.

#### 2. MEMBERSHIP OF THE COMMITTEE

- The Committee will be comprised of at least two non-executive directors of the Board, appointed by the Board.
- A majority of Committee members shall be “Independent Directors”, but where there are only two Committee members, both Committee members shall be “Independent Directors”.
- The members of the Committee will be selected at the Board meeting immediately following the Company’s annual meeting of shareholders and will hold office for the ensuing year.
- The Chief Executive Officer (“**CEO**”) shall not be a member of the Committee.
- The Board will appoint a chair of the Committee (“**Chair**”) from among the independent members of the committee.

### **3. MEETINGS OF THE COMMITTEE**

- Meetings of the Committee will be held at least once per year or at the discretion of the Chair.
- Any member of the Committee may request a meeting at any time they consider it necessary.
- A quorum for a meeting of the Committee shall be two members, with at least two being non-executive directors.
- The Committee may have in attendance members of management, and such other persons, including external advisers, as it considers necessary to provide appropriate information, explanation and advice.
- Subject to the Chair's approval, any director not on the Committee may request attendance at a meeting of the Committee. Executive directors will not be entitled to attend meetings where they are conflicted for personal reasons.
- The CEO will attend at the invitation of the Committee.
- Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and all other members of the Board.
- Minutes of all meetings shall be kept.

### **4. RESPONSIBILITIES OF THE COMMITTEE**

The Committee supports the Board on matters relating to staffing and personnel (human resources) and remuneration (both cash and non-cash). The Committee assesses the role and responsibilities, composition, training and membership requirements and remuneration for the Board, including the necessary and desirable competencies of Board members, director succession planning, performance evaluation of the Board and its committees, procedures for selection and appointment of new directors, independence of directors, time commitments of non-executive directors, and recommendations for the appointment and removal of directors. The Committee determines the process for evaluation of Board and director performance and oversees the process so determined.

Subject to the limitations on the authorities, the Committee's responsibilities are:

- Ensuring that effective remuneration management systems are in place and that they support the Company's wider objectives and strategies. The director and officer remuneration policy is included in Section 5 of this Charter;
- Setting and reviewing the remuneration of the CEO;
- Reviewing the remuneration of the senior management team and executive directors. The remuneration of the senior executives who report to the CEO is delegated to the CEO provided that any senior executives who receive total compensation in excess of \$500,000 per year will require prior approval of the Committee;

- Setting the fees of directors;
- Setting, reviewing and proposing changes to the terms of the Company's short-term and long-term incentive plans including any share-based compensation for employees and/or directors, approving any awards of options or restricted share units under such plans and recommending any other employee benefit plans, incentive awards and perquisites with respect to the Company's executive officers;
- Ensuring policies and guidelines are in place to facilitate management performance assessment and development and the encouragement of team member self-development;
- Considering such other matters relating to remuneration issues as may be referred to it by the Board; and
- Satisfying itself with regard to succession planning, that the processes and plans are in place with regard to senior appointments, and reviewing, approving and reporting to the Board annually (or more frequently as required) on succession plans.

## 5. DIRECTOR AND OFFICER REMUNERATION

### REMUNERATION POLICY

- 5.1 Our policy is that remuneration should be fair within the context of a competitive market, and having regard to the individuals' experience, skills and performance.
- 5.2 Remuneration may incorporate fixed and variable components with both a short-term and long-term focus.
- 5.3 In respect of executive remuneration, remuneration packages should include an appropriate balance of fixed and performance-based remuneration and may contain any or all of the following:
- **Fixed remuneration** – this should:
    - be reasonable and fair;
    - take into account the Company's legal and industrial obligations and labour market conditions;
    - be relative to the scale of the Company's business and complexity of the role; and
    - reflect core performance requirements and expectations;
  - **Performance-based remuneration** – this should:
    - take into account individual and corporate performance; and

- be linked to clearly-specified performance targets, which should be:
    - (A) aligned to the Company’s strategy; and
    - (B) appropriate to its circumstances, goals and risk appetite;
  - **Equity-based remuneration** – this can include stock options, restricted share units, performance share units, deferred share units or other share based compensation, if applicable, and is especially effective when linked to hurdles that are aligned to the Company’s longer-term performance objectives. It should be designed so that it does not lead to ‘short-termism’ on the part of the executive or the taking of undue risks; and
  - **Termination payments** – subject to all applicable laws and stock exchange listing rules, these should be agreed in advance to the extent practicable, and any agreement should clearly address to the extent reasonably foreseeable, what will happen in the case of early termination. There should be no payment for termination for misconduct.
- 5.4 The following policy relates to the remuneration for executive directors and non-executive directors.
- Directors should not be provided with retirement benefits.
  - In respect of director remuneration, remuneration packages will be appropriate to the market and will reflect the time commitment and responsibilities of the role.
- 5.5 Executive remuneration will be reviewed annually, with consideration given to individuals’ performance and their contribution to the Company’s success (against measurable key performance indicators), external market relativities, shareholders’ interests and desired market positioning.
- 5.6 If Tiny uses any executive or director remuneration consultants (“**Consultants**”), they should:
- be independent and sign a declaration of independence;
  - be engaged by the Board (in respect of director and/or CEO remuneration); and
  - report to the Board in relation to CEO and director remuneration and to the CEO in relation to other executive remuneration to be reported to the CEO, provided that no executive personnel makes decisions in respect of their own remuneration outcomes.
- 5.7 If the Company chooses to make any public statements referring to reliance on reports from Consultants in respect of decisions relating to director remuneration, then a summary of findings should be made public and the Consultants should attest to their independence in the report.

**6. ACCESS AND AUTHORITY**

- The Committee is authorised by the Board to investigate any activity within its terms of reference as set out in this Charter.
- The Committee is authorised to seek any information it requires from any employee and all employees will be directed to co-operate with any request made by the Committee.
- The Committee is authorised by the Board to obtain, at the expense of the Company, such information and outside legal or other independent professional advice as it considers necessary to carry out its responsibilities.

**7. REVIEW OF THE COMMITTEE**

- The Committee shall undertake periodic self-review of its performance and compliance with this Charter.

**8. ACCOUNTABILITY AND REPORTING**

- The Committee will be accountable to the Board. After each meeting the Chair will report the Committee's recommendations and findings to the Board.
- The Committee will make recommendations to the Board on all matters requiring a decision. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.
- The minutes of all Committee meetings will be circulated to members of the Board. Extracts from the minutes will be made available to such other persons as the Board directs, to enable them to properly carry out their functions.

\*\*\*