

Yancoal Australia Ltd (the Company)

Nomination and Remuneration Committee

The Nomination and Remuneration Committee's (**Committee**) objective is to assist the Board of the Company by making recommendations in relation to:

- (a) Board composition and succession planning for the Board and oversight of succession planning for the Executive Committee;
- (b) Director remuneration (subject to any shareholder approval that is required in accordance with the Constitution, the Australian Securities Exchange (**ASX**) and the Hong Kong Stock Exchange (**HKEX**) Listing Rules) and remuneration arrangements for the Company's Executive Committee and any other person nominated as such by the Committee from time to time;
- (c) the public reporting of remuneration for Directors and the Company's 'Key Management Personnel';
- (d) oversight of the performance assessment of the Company's Executive Committee;
- (e) designing company policy and regulations with regard to corporate governance; and
- (f) diversity and inclusion.

Duties and Responsibilities

The duties and responsibilities of this Committee are as follows:

Remuneration

Performance and Remuneration

The Committee will:

- (a) review and make recommendations to the Board regarding remuneration of the Directors and each member of the Company's Executive Committee (or other individuals as appropriate) including contract terms, annual remuneration and participation in the Company's short and long term incentive plans;
- (b) review major changes and developments in the Company's remuneration, recruitment, retention and termination policies and procedures for senior executives;
- (c) review the performance assessment processes and results for each member of the Company's Executive Committee as they reflect the capability of management to realise the business strategy;

(d) review the annual report disclosures in relation to the appointment, dismissal, salary, benefits, awards, and penalties of management personnel and certain key employees of the Company;

(e) monitor and review the Company's remuneration arrangements (including any incentive plans) for continued compliance with legislation, regulation and market expectations or practices;

(f) review and approve compensation arrangements for executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

(g) review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct in order to ensure that they are consistent with contractual terms and that are otherwise reasonable and appropriate;

(h) ensure that no Director or any of his /her associates is involved in deciding his / her own remuneration;

(i) review and make recommendations to the Board on remuneration by gender and recommend any strategies to address any pay gap;

(j) approve the Remuneration Report to be disclosed in the Annual Reports of the Company and the Majority Shareholder (if applicable); and

(k) review and/or approve matters relating to share schemes under Chapter 17 of the HKEX Listing Rules.

Long Term Incentive Plans

The Committee will consider and make recommendations with respect to any aspect of the Company's long term incentive plans (including in respect of the performance hurdles, eligibility criteria and terms of offer).

Short Term Incentive Plans

The Committee will review and make recommendations to the Board regarding the Key Performance Indicators (**KPIs**) for each member of the Company's Executive Committee and provide feedback about each person's performance against such KPIs.

Director Remuneration

The Committee will make recommendations to the Board about the level of remuneration (including superannuation, travel and other benefits) of the Directors of the Company. The remuneration of the Directors is subject to any approval by shareholders that is required in accordance with the Constitution or the ASX or HKEX Listing Rules. In general, no equity-based remuneration (e.g. share options or grants) with performance-related elements shall be granted to independent non-executive directors as this may lead to bias in their decision making and compromise their objectivity and independence.

Remuneration policy

In discharging its responsibilities, the Committee must have regard to the following policy objectives:

- (a) to ensure the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its shareholders and having regard to the Company's business strategy, purposes, values and risk appetite, including in relation to non-financial risk, and relevant Company policies, including the Diversity and Inclusion Policy (**Policy**);
- (b) to attract and retain skilled employees;
- (c) to structure short and long term incentives that are challenging and linked to the creation of sustainable returns for the Company's shareholders;
- (d) to ensure any termination benefits are justified and appropriate; and
- (e) to apply appropriate performance measures, including key financial and non-financial measures of performance.

In the discharge of the Committee's responsibilities, no member of the Company's Executive Committee should be directly involved in determining their own remuneration.

The Committee should consult the Chair of the Board, the Chief Executive Officer and/or the Chair of the Executive Committee, about their remuneration proposals for other executive Directors and senior management of the Company.

Nomination, succession and training

The Committee will:

- (a) review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chair of the Board, the Chair of the Executive Committee, the CEO, and other members of the Executive Committee;
- (b) review and recommend to the Board the membership of the Company's Audit and Risk Management Committee, Health, Safety, Environment and Community Committee, Strategy and Development Committee and the Committee, in consultation with the respective chairs of those committees;
- (c) develop and maintain 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;
- (d) periodically assess and report to the Board on the necessary and desirable skills required to competently discharge the Board's obligations considering the strategic direction of the Company and report to the Board on the outcome of that assessment;
- (e) ensure that the Company has an induction program for new Directors and make

recommendations to the Chair of the Board about appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors of the Company effectively;

(f) review and propose potential candidates for appointment to the Board of the Company. In identifying suitable candidates, the Committee will have regard to the skills required relative to the skills already represented on the Board;

(g) make recommendations to the Board on candidates that the Committee considers appropriate for appointment, subject to any shareholder approval that is required in accordance with the Constitution;

(h) provide confirmation of the Directors to retire annually by rotation and make recommendations for the re-election of directors (subject to the principle that no Committee member may be involved in making a recommendation in respect of themselves); and

(i) oversee the Board's annual performance evaluation process which will be managed by the Committee Chair and the Company Secretary.

It is noted that, unless otherwise required by law, the terms of any succession plan must remain confidential and that access to the plan must only be provided to the Board and any employees that have a need to know about the plan. The Committee shall review the plan from time to time as the Committee deems appropriate.

Diversity

The Committee will:

(a) oversee and have regard to the Company's Diversity and Inclusion Policy (**Policy**) in discharging its responsibilities in relation to remuneration, nomination and succession;

(b) promote diversity as an important strategic and cultural factor to achieve business objectives across the Company, and monitor the development of any key strategies aimed at improving the culture of the Company more broadly;

(c) on an annual basis, review the effectiveness of the Policy by:

- advising on and assessing the Company's progress towards the achievement of any measurable objectives and any strategies aimed at achieving the objectives;
- considering any mitigating factors or circumstances which may make achieving gender diversity across the workforce (including senior management) more challenging or less relevant; and
- reporting to the Board recommending any changes to any measurable objectives, strategies or the way in which they are implemented;

(d) in accordance with the Policy, on an annual basis, review the relative proportion of

women and men who are employed by the Group as a whole and in senior executive positions, and who are on the Board, and submit a report to the Board, which outlines the Committee's findings; and

(e) review the Annual Report and other public disclosures regarding diversity.

Nomination policy & procedure

In the process of nominating and reviewing a potential candidate for Board appointment:

(a) factors to be considered include without limitation:

- the skills, experience, expertise and personal qualities that will best complement Board effectiveness;
- the existing composition of the Board;
- the capability of the candidate to devote sufficient time and make contributions to the Company that are commensurate with his/her role and board responsibilities (this involves a consideration of matters such as other Board or executive appointments)¹;
- how the candidate contributes to diversity to the Board; and
- potential conflicts of interest, and independence.

(b) detailed background information in relation to a potential candidate should be provided to all directors, including details of any interest, position or relationship that may bear on the candidate's independence;²

(c) where all the independent non-executive directors of the Company have served more than nine years on the Board, the Company should disclose the length of tenure of each existing independent non-executive director on a named basis in the circular to shareholders and/or explanatory statement accompanying the notice of the annual general meeting;

¹ Where an independent non-executive Director candidate is being nominated to a seventh (or more) listed company directorship, the Company must explain in the explanatory statement accompanying the notice of the relevant shareholders' meeting for election of such independent non-executive Director why the Board believes the individual would still be able to devote sufficient time to the Board. For the avoidance of doubt, where an independent non-executive Director serving on various entities within a consolidated group of listed companies, these will not be collectively regarded as one directorship. The Nomination and Remuneration Committee should be aware of the factors which may affect an individual's time commitment to the Company, including: (i) directorship at another issuer undergoing a period of particularly increased activity, such as an acquisition or a takeover; (ii) chairing an issuer's board and/or board committees; (iii) membership of board committees; (iv) acting as chief executive officer or full time executive director for another issuer; and; (v) being an independent non-executive director for multiple boards and taking up significant commitments at government or non-profit making bodies.

² Where an independent non-executive Director has served more than 9 years ("Long-serving INED"), his further appointment should be subject to a separate resolution for shareholders' approval. The papers to shareholders accompanying that resolution should state why the Board (or the Committee) believes the Long-Serving INED is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or the Committee) in arriving at such determination.

(d) the identification of potential director candidates may be assisted by the use of external search organisations as appropriate. A request for external search must be made through the Company Secretary;

(e) to the extent practicable, appropriate checks into the candidate's background (including the person's character, experience, education, criminal record and bankruptcy history) will be undertaken before a candidate is appointed, or put forward to the Company's shareholders as a candidate for election, as a director;

(f) if the Company puts forward to shareholders a candidate for election as a director, the shareholders will be provided with all material information in the Company's possession that is relevant to the decision of whether or not to elect or re-elect the candidate as a director;

For the avoidance of doubt, the Committee can only make recommendations, but it cannot make appointments. Any recommendation from the Committee as to a potential director candidate must be provided to the Board;

(g) the shareholders will appoint directors to the Board. However the Board may appoint directors to fill a casual vacancy on the Board in circumstances set out in the Constitution (i.e., to ensure that the number of directors remains above the constitutional minimum or where required to comply with any applicable laws or the ASX or HKEX Listing Rules) who shall hold office only until the first annual general meeting of the Company after their appointment and shall then be eligible for re-election. In the case of an offer of a Board appointment to the potential candidate by the Board, this offer will be made by the Chair of the Board, and appointment must be approved by the shareholders at the next general meeting of the Company; and

(h) all new Board appointments should be confirmed by letter or a written agreement setting out the terms of their appointment and in the standard format as approved by the Board.

This nomination policy shall be disclosed in the Company's corporate governance report of the Annual Report, which includes the nomination procedures and the process and criteria adopted by the Committee to select and recommend candidates for directorships during the year. This section should also include the Board's policy or a summary of the policy on board diversity, including any measurable objective that the Board has set for implementing the policy, and progress on achieving those objectives. For the avoidance of doubt, the ultimate responsibility for selection and appointment of directors rests with the entire Board.

Access to resources and independent advice

The Committee may request any information from the Company's management that the Committee considers necessary or desirable to enable it to assess the performance of each member of the Company's Executive Committee or to comply with any laws and/or regulations.

The Committee may seek the advice of the Company's auditor's, solicitors or engage external advisers when necessary, and any advice so obtained will generally be available to all Directors of the Board. A request for external advice must be made through the Company

Secretary.

The Committee

Composition and quorum

The Committee will consist of a minimum of three non-executive directors, a majority of whom must be independent. The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution. The Board will appoint the Chair of the Committee who must be an independent non-executive director.

A Committee quorum will comprise a majority of the Committee members.

The Chair of the Committee shall attend the Company's annual general meetings.

Removal or resignation

Members of the Committee may withdraw from membership by written notification to the Board. If a Committee member retires, is removed or resigns from the Board, that member ceases to be a member of the Committee. The Board will appoint the successor.

Participation by non-Committee members

The Committee, if considered appropriate, may invite any executive or other individuals to attend Committee meetings.

Secretary

The Company Secretary will be the secretary of the Committee.

Meetings

Frequency

The Committee will meet as frequently as required but not less than once per year.

Calling meetings and notice

Any Committee member or, at the request of a Committee member the Company Secretary, may call a meeting of the Committee. A notice of each meeting confirming the date, time, venue and agenda will be forwarded to each Committee member (with a copy to all Directors of the Company) together with relevant supporting papers in a timely manner.

Advice

The Committee will have access to Company employees and external advisers. A request for external advice must be made through the Company Secretary.

Report to the Board

The Chair of the Committee or his/her delegate will provide a verbal report of highlights of the meeting to the Board at the Board meeting following each meeting of the Committee. This report should contain any recommendations identified by the Committee to the Board. The report should also comment on the outcome or updates of any matters referred to it by the Board.

Minutes

Minutes of proceedings and resolutions of Committee meetings will be kept and prepared promptly by the Company Secretary following the Committee meeting.

Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by Committee members or dissenting views expressed.

Draft versions of minutes of such meetings will be distributed to the Chair of the Committee for his/her comment within a reasonable time after such meetings.

Minutes of Committee meetings will be tabled at a subsequent Committee meeting for all Committee members to review and approve.

The register of minutes will be kept by the Company Secretary and be open for inspection on reasonable notice by any Committee member and any Director of the Board.

Disclosure

In order to maintain transparency, the role of the Committee is to be fully and fairly reported to the Board. Consistent with the disclosure policy, the Committee will, to the extent reasonably practical and where it has not otherwise been approved by the Board, review all public disclosures and statements concerning matters that are subject of this policy including disclosures in:

- the Annual Report; and
- press releases relating to material or significant matters.

Review

The Board will conduct an annual review of the Charter to ensure that it remains consistent with the Board's objectives and responsibilities. The Board must approve any amendments to the Charter arising from the review.

Publication of the Charter

A copy of this Charter will be available to all directors and staff of the Company on request to the Company Secretary, electronically via the intranet and on the Company's website.