

# CLINUVEL

## **Commercial Committee Charter**

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**CLINUVEL Pharmaceuticals Limited**

ACN 089 644 119

## **1. Introduction**

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- 1.1 The Commercial Committee (**Committee**) is a committee of the Board of Directors (**Board**) of CLINUVEL Pharmaceuticals Limited (**Company**).
- 1.2 The Board established the Committee under the Company's Constitution.
- 1.3 This Charter sets out the scope of the Committee's responsibilities in relation to the Company and its controlled entities (**Group**).

## **2. Objectives**

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- 2.1 The main objectives of the Committee are to assist the Board fulfil its obligations to:
  - a) build a stronger link between the Board and Management to ensure the Company's acquisitions and commercial activities are consistent with the Company's strategic plan; and
  - b) provide a sounding board to Management in relation to potential transactions and tap into the significant experience and networks of the Non-Executive Directors in this area.
  - c) provide a sounding board to Management for issues relating to commercialization and tap into the significant experience and networks of the Non-Executive Directors in this area.

## **3. Committee Membership**

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### 3.1 *Structure*

The Board will strive to adhere to the following composition requirements for the Committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

- a) The Committee shall comprise a majority of Non-Executive independent Directors.
- b) The Committee shall comprise at a minimum two members.
- c) The Committee will be chaired by an independent Director who will be appointed by the Board.
- d) The Board may appoint such additional Non-Executive Directors to the Committee or remove and replace members of the Committee by resolution.

### 3.2 *Company Secretary*

The Company Secretary must attend all Committee meetings and will act as Secretary to the Committee, unless otherwise determined by the Committee.

#### **4. Proceedings**

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- 4.1 The Committee will meet as often as it considers necessary, but a minimum twice per annum. Any member may call a meeting of the Committee.
- 4.2 The quorum for a Committee meeting is two Committee members.
- 4.3 The Committee may invite any Board member or executive it considers appropriate to attend Committee meetings.
- 4.4 Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place.
- 4.5 The dates, times and venues of each meeting of the Committee will be notified by the Secretary to all members of the Committee as far in advance as possible.
- 4.6 Supporting papers for each meeting of the Committee will be distributed by the Secretary to all members of the Committee as far in advance as possible to the meeting.
- 4.7 Proceedings of the Committee will be governed by the provisions of the Constitution, in so far as they may be applicable.

#### **5. Chair**

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- 5.1 In the absence of the Chair, the remaining members will elect one of their number as Chair of the meeting.
- 5.2 The Chair of the Committee has a casting vote.

#### **6. Minutes**

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- 6.1 The Secretary will be responsible for keeping the minutes of its meetings and circulating them to the Chair of the Committee for review, the other Committee members, the other members of the Board and other Committee meeting attendees as appropriate.
- 6.2 Minutes of meetings of the Committee will be distributed to members as soon as practicable following the meeting and tabled for approval at the next Committee and presented at the next Board meeting.
- 6.3 Minutes, agenda and supporting papers are available to Directors upon request to the Secretary, except if a conflict of interest exists.

#### **7. Authority**

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##### **7.1 Access**

The Committee has unrestricted access to executive management, all employees and all Company records and to financial and legal advisers.

##### **7.2 Independent Advice**

The Committee or any member of the Committee is authorised to obtain (at the cost of the Company) outside legal or other independent professional advice, and to secure the attendance of such advisers if it is considered necessary for the proper performance of the Committee's functions under this Charter. The member should first contact the Chair of the Committee (or if the Chair, the Secretary) for approval prior to proceeding with procuring that professional advice.

## **8. Duties and Responsibilities**

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Without limiting its role, the specific duties and responsibilities of the Committee include the following:

- (a) identify and/or receive from the CEO merger, acquisition and commercialisation opportunities.
- (b) receive from the CEO plans for commercialisation of products.
- (c) procure and oversee the analysis and evaluation of those opportunities identified in (a) and (b) above.
- (d) request or consult CEO on external specialists to be retained to assist with the analysis and evaluation of those opportunities when required and appropriate.
- (e) recommend to the Board the acceptance or rejection (subject to regulatory and legislative requirements) of specific opportunities which have been analysed and evaluated under the supervision of the Committee.
- (f) oversee the implementation of specific opportunities which have been approved by the Board.
- (g) provide a sounding board to management for issues related to merger, acquisition and commercialisation of products.

## **9. Reporting to the Board**

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- 9.1 The Chair of the Committee (or a person nominated by the Chair of the Committee for that purpose) must report to the Board at its next meeting regarding all material matters relevant to the Committee's duties and responsibilities.

## **10. Review of this Charter**

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- 10.1 The Commercial Committee Charter is reviewed annually by the Committee or as often as it considers necessary to ensure it remains consistent with the Committee's authority, objectives and responsibilities with the Board approving the amended Charter.

## **11. Approved and Adopted**

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- 11.1 This Charter was approved and adopted by the Board on 16 December 2024.

Document version control:

Custodian	Company Secretary
Date of next scheduled review	December 2026