

1. General Scope and Authority

- 1.1. The Remuneration and Nomination Committee is a Committee of the Board. The Charter may be subject to review by the Board at any time.
- 1.2. The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders as set out in section 12.
- 1.3. The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.
- 1.4. No individual Director or Senior Executive is to be involved in deciding his or her own remuneration.

2. Constitution

As and when it is required a Remuneration and Nomination Committee will be established by resolution of the Board.

3. Membership

- 3.1 The Remuneration and Nomination Committee shall be appointed by the Board from among the Directors of the Company and shall consist of not less than three members with the majority being independent Directors.
- 3.2 Directors will be appointed to the Remuneration and Nomination Committee for a term of three years or such shorter time as they remain in the office of Director. Directors may serve consecutive terms on the Remuneration and Nomination Committee.

4. Chair

The Remuneration and Nomination Committee will appoint an independent Director, other than the Chair of the Board, to be the Chair of the Committee.

5. Secretary

- 5.1 The Company Secretary will be the Secretary of the Remuneration and Nomination Committee at the request of the Chair of the Committee.
- 5.2 The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- 5.3 The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- 5.4 The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

6. Other Attendees

The Chief Executive Officer and Chief Financial Officer as well as other members of senior management may be invited to be present for all or part of the meetings of the Remuneration and Nomination Committee, but will not be members of the Committee.

7. Quorum

A Quorum will be two members.

8. Meeting Frequency

- 8.1 Remuneration and Nomination Committee meetings will be held not less than two times a year so as to enable the Committee to undertake its role effectively.
- 8.2 Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.
- 8.3 Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- 8.4 Decisions will be based on a majority of votes with the Chair having a casting vote.

9. Authority

- 9.1 The Remuneration and Nomination Committee is authorised by the Board to investigate any activity within its Charter. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Remuneration and Nomination Committee.
- 9.2 The Remuneration and Nomination Committee is required to make recommendations to the Board on all matters within the Remuneration and Nomination Committee's Charter.

10. Access

- 10.1 Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests. Such access shall be provided on a timely basis.
- 10.2 The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

11. Reporting Procedures

The Secretary shall circulate the minutes of the meetings of the Remuneration and Nomination Committee to all members of the Committee for comment and change before being signed by the Chair of the Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Remuneration and Nomination Committee meeting along with any recommendations of the Remuneration and Nomination Committee.

12. Duties & Responsibilities

In order to fulfil its responsibilities to the Board, the Committee shall:

12.1 Executive Remuneration Policy

- (a) review and approve the Company's recruitment, retention and termination policies and procedures for Senior Executives to enable the Company to attract and retain Executives and Directors who can create value for shareholders;
- (b) review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs; and
- (c) ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.

12.2 Executive Directors and Senior Management

- (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) having regard to the executive remuneration policy;
- (b) review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Chief Executive Officer. As part of this review the Committee will 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.

12.3 Non-Executive Directors

Review and recommend to the Board the remuneration of Non-Executive Directors.

12.4 Executive Incentive Plan

Review and approve the design of any executive incentive plan.

12.5 Equity Based Plan

- (a) review and approve any equity based plans that may be introduced (Plans) in the light of legislative, regulatory and market developments;
- (b) for each Plan, determine each year whether awards will be made under that Plan;
- (c) review and approve total proposed awards under each Plan;
- (d) in addition to considering awards to Executive Directors and direct reports to the Chief Executive Officer, 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 Committee; and
- (e) review, approve and keep under review performance hurdles for each equity based Plan.

12.6 Annual Remuneration Report

Oversee preparation of the Remuneration report and recommend it to the Board for inclusion in the annual Directors' Report forming part of the annual Financial Statements as well as the Company's Annual Report.

12.7 Nomination

The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors. In particular, the Committee is to:

- (a) regularly evaluate the mix of skills, experience, expertise and diversity of the existing Board. In particular, the Board is to identify the particular skills and diversity that will best increase the Board's effectiveness and prepare a description of the role and capabilities required for the particular appointment. Consideration is also given to the balance of independent Directors on the Board;
- (b) identify and recommend to the Board candidates for the Board after:
 - i. considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience;
 - ii. assessing how the candidates can contribute to the strategic direction of the Company; and
 - iii. undertaking appropriate background checks, including checks as to the candidate's character, experience, education, criminal record and bankruptcy history.
- (c) approve and review induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities;
- (d) assess and consider the time required to be committed by a Non-Executive Director to properly fulfil their duty to the Company and advise the Board;
- (e) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;
- (f) review Directorships in other public companies held by or offered to Directors and Senior Executives of the Company;
- (g) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;
- (h) arrange an annual performance evaluation of the Board, the Board Committees and individual Directors;
- (i) ensure new directors enter into a written agreement with the Company, setting out the terms of their appointment. The new directors must also submit a consent to act and undergo induction by the Board;
- (j) make recommendations to the Board on the appropriate size and composition of the Board; and
- (k) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.

12.8 Other

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

13. Non-Executive Remuneration

13.1 In considering the levels of remuneration for Non-Executive Directors, the Committee is to consider the guidelines set out in Box 8.2 of the ASX Corporate Governance Principles and Recommendations:

- (a) **Composition:** Non-Executive Directors should be remunerated by way of cash fees, superannuation contributions and non-cash benefits in lieu of fees (such as salary sacrifice into superannuation or equity);
- (b) **Fixed Remuneration:** levels of fixed remuneration for Non-Executive Directors should reflect the time commitment and responsibilities of the role;
- (c) **Performance Based Remuneration:** Non-Executive Directors should not receive performance-based remuneration as it may lead to bias in their decision-making and compromise their objectivity;
- (d) **Equity Based Remuneration:** it is generally acceptable for Non-Executive Directors to receive securities as part of their remuneration to align their interests with the interests of other holders. However, Non-Executive Directors generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as it may lead to bias in their decision-making and compromise their objectivity; and
- (e) **Termination Payments:** Non-Executive Directors should not be provided with retirement benefits other than superannuation.

13.2 To the extent that the Company adopts a different remuneration structure for its Non-Executive Directors than is set out in clause 13.1, the Committee shall document its reasons for the purpose of disclosure to stakeholders.

13.3 There are no minimum shareholding requirements for Non-Executive Directors.

14. Executive Remuneration

14.1 In setting the remuneration for Executive Directors, the Committee is to consider the guidelines set out in Box 8.2 of the ASX Corporate Governance Principles and Recommendations:

- (a) **Composition:** remuneration packages for Executives should include an appropriate balance of fixed remuneration and performance-based remuneration;
- (b) **Fixed Remuneration:** should be reasonable and fair, taking into account the entity's obligations at law and labour market conditions and should be relative to the scale of the Company's business. It should reflect core performance requirements and expectations;
- (c) **Performance Based Remuneration:** should be clearly linked to clearly specified performance targets. These targets should be aligned to the Company's short,

medium- and longer-term performance objectives and should be consistent with the Company's purpose, strategic goals and Statement of Values Discretion should be retained where appropriate to prevent performance-based remuneration rewarding conduct that is contrary to the Company's values or risk appetite;

- (d) **Equity Based Remuneration:** well-designed equity-based remuneration, including options or performance rights, can be an effective form of remuneration, especially when linked to hurdles that are aligned to the Company's short, medium and longer-term performance objectives. Care needs to be taken not to lead to short termism or the taking of undue risks; and
- (e) **Termination Payments:** termination payments if any, should be agreed in advance and the agreement should clearly address what will happen in the case of early termination. There should be no payment for removal for misconduct.

14.2 To the extent that the Company adopts a different remuneration structure for its Executive Directors than is set out in clause 14.1, the Committee shall document its reasons for the purpose of disclosure to stakeholders.

15. Nomination of a Director

15.1 Where a Director is put forth for election, the Committee must ensure the following information is provided to Shareholders:

- (a) biographical details;
- (b) details of material directorships;
- (c) if the director is standing for the first time:
 - i. confirmation appropriate checks have been undertaken by the Company;
 - ii. if any information of concern has been revealed by such checks;
 - iii. details of any potential conflicts of interest; and
 - iv. whether the Board will consider the Director as independent.

16. Approvals

16.1 The Committee must approve the following prior to their implementation to Shareholders:

- (a) changes to the remuneration or contract terms of Executive Directors and direct reports to the Chief Executive Officer;
- (b) the Plans or amendments to current equity plans or executive cash-based incentive plans;
- (c) total level of awards proposed from equity plans or executive cash-based incentive plans; and
- (d) termination payments to Executive Directors or direct reports to the Chief Executive Officer. Termination payments to other departing Executives should be reported to the Committee at its next meeting.