



Schedule 3 – Remuneration and Nomination Committee Charter

1. General scope and authority

- (a) The Remuneration and Nomination Committee is a Committee of the Board. The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:
 - (i) in respect of its remuneration role:
 - (A) reviewing and making recommendations to the Board on the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
 - (B) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
 - (C) recommending to the Board the remuneration of the Managing Director, and Board Directors;
 - (D) fairly and responsibly rewarding executives, having regard to the performance of the Company and its subsidiaries (if applicable) (**Group**), the performance of the executive and the prevailing remuneration expectations in the market;
 - (E) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
 - (F) reviewing and making recommendations to the Board on the remuneration of direct reports to the Managing Director, and as appropriate other senior executives; and
 - (G) reviewing and making recommendations to the Board on any equity based plans and other incentive schemes.
 - (ii) in respect of its nomination role:
 - (A) maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body; and
 - (B) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.
- (c) 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.

- (d) 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

- (a) 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 all of whom shall be non-executive directors and with the majority being independent Directors.
- (b) 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 shall appoint a Chair of the Committee. The Chair shall be an independent director.

5. Secretary

- (a) The Company Secretary shall be the Secretary of the Remuneration and Nomination Committee.
- (b) The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

6. Quorum

A quorum shall be two members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair.

7. Meeting frequency

- (a) Remuneration and Nomination Committee meetings will be held not less than twice a year to enable the Committee to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.
- (c) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (d) Decisions will be based on a majority of votes with the Chair having the casting vote.
- (e) The Committee may invite any executive management team members or other

individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

8. Authority

- (a) 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.
 - (b) The Remuneration and Nomination Committee is required to make recommendations to the Board on all matters within the Remuneration and Nomination Committee's charter.
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9. Access

- (a) 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.
 - (b) 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.
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10. 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.

11. Duties and responsibilities

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

- (a) Executive Remuneration Policy
 - (i) Review and make recommendations to the Board on the Group'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.
 - (ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
 - (iii) 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.
- (b) Executive Directors and Senior Management
 - (i) 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.

- (ii) Review and make recommendations to the Board on the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Chief Executive Officer/Managing Director. 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.
- (c) Executive Incentive Plan
 - (i) Review and make recommendations to the Board on the design of any executive incentive plans.
- (d) Equity Based Plans
 - (i) Review and make recommendations to the Board on any equity based plans that may be introduced (**Plans**) in the light of legislative, regulatory and market developments.
 - (ii) For each Plan make recommendations to the Board on whether awards will be made under that Plan.
 - (iii) Review and make recommendations to the Board on total proposed awards under each Plan.
 - (iv) In addition to considering awards to executive Directors and direct reports to the Chief Executive Officer/Managing Director, review and make recommendations to the Board on 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.
 - (v) Review, make recommendations to the Board on performance hurdles for the Chief Executive Officer/Managing director under any equity based Plan.
- (e) 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:

- (i) regularly evaluate the mix of skills, experience, expertise and diversity of the existing Board. In particular, the Committee 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;
- (ii) identify and recommend to the Board candidates for the Board after:
 - (A) considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience;
 - (B) 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;
- (iv) approve and review induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities;

- (v) 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.
 - (vi) consider and recommend to the Board candidates for election or re- election to the Board at each annual shareholders' meeting;
 - (vii) review Directorships in other public companies held by or offered to Directors and senior executives of the Company;
 - (viii) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;
 - (ix) arrange an annual performance evaluation of the Board, its Committee and individual Directors;
 - (x) 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;
 - (xi) make recommendations to the Board on the appropriate size and composition of the Board; and
 - (xii) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.
- (f) Other
- The Committee shall perform other duties and activities that it or the Board considers appropriate.

12. Approvals

The Committee must approve the following prior to implementation:

- (a) changes to the remuneration or contract terms of executive Directors and direct reports to the Chief Executive Officer/Managing Director;
- (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/Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.