

## **REMUNERATION & NOMINATION COMMITTEE CHARTER**

Having regard to the size and intended operations of the Company, it has been determined the function of the Remuneration & Nomination Committee is the responsibility of the Board, which will carry out this function in accordance with this Charter.

This position (and potential establishment of a Remuneration and Nomination Committee) is to be reviewed periodically.

### **Constitution**

When applicable, the Remuneration & Nomination Committee will be established by resolution of the Board. Until such time that a Committee is constituted, the full Board of the Company will act in its place.

### **Membership**

The Remuneration & Nomination Committee shall be appointed by the Board from among the Directors of the Company. Where possible, the Committee shall consist of not less than three members with at least one Director being an independent non-executive Director.

Directors will be appointed to the Remuneration & Nomination Committee for a term of three years or such shorter time as they remain in the office of Director.

The Board may appoint one member of Senior Executive Management to be a member of the Committee if they deem that their expertise is crucial in adding value to the Committee.

### **Chair**

The Remuneration & Nomination Committee shall appoint any Director as the Chair of the Committee.

### **Secretary**

The Company Secretary shall be the Secretary of the Remuneration & Nomination Committee.

### **Quorum**

A quorum shall be two members.

### **Meeting Frequency**

Remuneration & Nomination Committee meetings will be held not less than once a year to enable the Committee to undertake its role effectively.

### **Authority**

The Remuneration & Nomination Committee is authorised by the Board to complete the duties of the Committee as defined in this Charter. It is authorised to seek information it requires from employees and all employees are directed to cooperate with requests by the Remuneration & Nomination Committee.

The Remuneration & Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Remuneration & Nomination Committee if it considers this necessary. The Remuneration & Nomination Committee is required to make recommendations to the Board on all matters within the Remuneration & Nomination Committee's charter.

## **Reporting Procedures**

The Secretary shall circulate minutes of the meetings of the Remuneration & 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 & Nomination Committee meeting along with any recommendations of the Remuneration & Nomination Committee.

## **Duties**

The duties of the Remuneration & Nomination Committee are to:

### *Remuneration duties*

- Assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for directors and senior executives;
- Assess each market where the Company operates to ensure that senior executives are being rewarded commensurate with their responsibilities;
- Obtain the best possible advice in establishing salary levels;
- Set policies for senior executives' remuneration;
- Review the salary levels of senior executives and make recommendations to the Board on any proposed increases;
- Review recommendations from the CEO;
- Propose, for full Board approval, the terms and conditions of employment for the CEO;
- Undertake an annual review, which will be reported to and confirmed by the full Board, of the CEO's performance, including setting with the CEO goals for the coming year and reviewing progress in achieving those goals;
- Set the criteria for negotiating any enterprise bargain agreement;
- Review the Company's recruitment, retention and termination policies and procedures for senior management;
- Review and make recommendations to the Board on the Company's equity based and financial incentive schemes;
- Review and make recommendations to the Board on the Company's superannuation arrangements; and
- Review the remuneration of both executive and non-executive Directors and make recommendations to the Board on any proposed changes.

### *Nomination duties*

- Developing and regularly reviewing a policy on Board structure.
- Developing criteria for Board membership.
- Identifying and screening specific candidates for nomination.
- Ensuring there is an appropriate induction and orientation program in place.
- Making recommendations to the Board for committee membership.
- Ensuring there is an appropriate Board succession plan in place.
- Ensuring that the performance of each Board member and the Board is reviewed annually.
- Developing with Directors an appropriate training and development program.
- Overseeing management's succession planning including the CEO and his/her direct reports.
- Assisting the Chair in advising Directors about their performance and possible retirement.
- Reviewing the policy in respect of tenure, remuneration and retirement of Directors.