

REMUNERATION & NOMINATION COMMITTEE CHARTER

The Remuneration & Nomination Committee (**Committee**) established by the Company will carry out that function in accordance with this Remuneration & Nomination Committee Charter (**Charter**). If the Committee is not established then the Board shall carry out the function of the Committee in accordance with this Charter.

Notwithstanding any other provision of this Charter, no individual Director or Senior Executive is permitted to be involved in deciding his or her own remuneration.

Constitution

When applicable, the Committee will be established by resolution of the Board. The Board may delegate certain functions of the Committee to a distinct sub committee.

Membership

The 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 a majority of independent Directors. The relevant qualifications and experience of the members of the Committee are to be disclosed in the annual report of the Company for each Reporting Period.

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

Chair

The Committee shall appoint any Director as the Chair of the Committee. Where possible, the Chair of the Committee shall be an independent Director.

Secretary

The Company Secretary shall be the secretary of the Committee.

Quorum

A quorum shall be two members of the Committee, one of whom must be the Chair or, in the absence of the Chair, another independent Director (two Directors if the Committee is constituted by the Board).

Meeting Frequency

The Committee shall meet not less than once a year to enable the Committee to undertake its role effectively. At the end of each Reporting Period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings shall be disclosed in the annual report of the Company.

Authority

The 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 Committee.

The 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 Committee if it considers this necessary.

The Committee may make recommendations to the Board on all matters within the Charter.

Reporting Procedures

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

Duties

The duties of the Committee are as follows and such other matters as delegated by the Board from time to time:

Remuneration duties

- Make recommendations on the Company's framework for Directors, including the process by which any pool of non-executive Director fees approved by shareholders is allocated;
- 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;
- Make recommendations to the Board about the remuneration policies and procedures of the Company;
- Set policies for Senior Executives' remuneration;
- Review the salary levels of Senior Executives and make recommendations to the Board on any proposed variations;
- 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;
- Undertaking Board and Senior Executive performance evaluations in accordance with adopted policies;
- Reviewing Board and Senior Executive needs for professional development;
- 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;
- Review the remuneration of both executive and non-executive Directors and make recommendations to the Board on any proposed changes; and
- Assist the Company in disclosing its policies and practices regarding the remuneration of non-executive Directors and the remuneration of Senior Executives (including Executive Directors).

Nomination duties

- Developing and regularly reviewing a policy on Board structure.
- Developing criteria for Board membership.
- Implementing a procedure for undertaking appropriate checks of Director and Senior Executive candidates.
- Ensuring that there is a written agreement between Company and each of its Directors and Senior Executives.

- Identifying and screening specific candidates for nomination.
- Ensuring there is an appropriate induction program in place and review such induction program periodically.
- 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.

Performance evaluations

Performance evaluations of the Board, its committees, individual Directors and Senior Executives are proposed to be conducted by the Committee at least once per Reporting Period. The conduct of such performance evaluations shall be at the discretion of the Committee and may include any or all of the following:

- comparing performance against the adopted corporate governance policies and procedures of the Company;
- examination of the interaction between the Board, committees and Senior Executives;
- the performance in the context of furtherance of the objectives of the Company;
- seeking to identify areas of improvement;
- the business performance of the Company and its subsidiaries;
- the development of management and personnel;
- the progress towards achievement of strategic objectives; and
- such other criteria at the discretion of the Committee.

Performance evaluations may be conducted on a formal or informal basis. The Committee may engage an independent advisor to assist with the performance evaluation process. The Company must disclose, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the process adopted by the Committee.

Remuneration policies and practices

The proposed remuneration policies and practices of the Company shall be reviewed periodically, however as at the date of adoption of this policy is as set out below. The Company will release an updated remuneration policy as and when applicable.

Non-Executive Directors

- The Company shall typically remunerate non-executive Directors by way of cash, superannuation contributions and non-cash benefits in lieu of fees (which may include equity);
- The fixed remuneration of non-executive Directors shall reflect the time commitment and responsibilities associated with the role;
- Given the size of the Company and the scope of its operations, non-executive Directors may be issued equity in lieu of fees or otherwise as remuneration. This allows the Company to retain talented Board members whilst preserving cash reserves. The terms of such equity shall comply with the requirements of the ASX Listing Rules and include clear and objective criteria; and
- Except in special circumstances, non-executive Directors will not typically be provided with retirement benefits other than superannuation.

Executives

- The remuneration of executive Directors and other Senior Executives shall be set by the Board;
- Remuneration for executive Directors and other Senior Executive include an appropriate balance of fixed remuneration and performance based remuneration where possible;
- Fixed remuneration shall be reasonable and fair, taking into account the Company's obligations at law and labour market conditions, the scale of the business of the Company and reflective of core performance requirements and expectations, including but not limited to the results of performance evaluations completed in each Reporting Period;
- Performance based remuneration shall be linked to clear, objective performance targets relevant to the success of the Company. The Board shall seek to align performance based remuneration with the objectives of the Company and shall implement mechanisms, where appropriate, to ensure conduct that is contrary to the values of the Company and the risk appetite of the Board is not rewarded;
- Equity based remuneration shall be linked to hurdles aligned to the objectives of the Company and shall be measurable. The terms of equity based remuneration shall comply with the ASX Listing Rules. The Company shall, where possible and appropriate, seek valuations of the relevant equity based remuneration; and
- Any termination payments shall be agreed in advance of any agreement and should clearly address what will happen in case of early termination. No payment shall be made in the case of termination due to misconduct.

Equity based remuneration schemes

Participants in any equity based remuneration scheme of the Company shall not be permitted to enter into transactions that would limit the economic risk of participating in the scheme (for example, the use of derivatives to hedge the economic risk).