



Nomination and Remuneration Committee Charter

1. Purpose

The Nomination & Remuneration Committee (**Committee**) is established by the Board of the Company pursuant to clause 60.1 of the Company's Constitution.

This Charter governs the operations of the Committee and sets out the membership, operation and responsibilities of the Committee.

The primary purpose of the Committee is to support and advise the Board by:

- a) establishing and assisting in carrying out any processes it considers appropriate for the identification of suitable candidates for appointment to the Board and Board committees;
- b) providing recommendations to the Board on Board appointments and re-elections;
- c) providing recommendations to the Board on appointments to each Board committee;
- d) making recommendations to the Board with respect to the Company's remuneration philosophy, the remuneration of the Company's directors and executive officers, the administration of the Company's equity-based plans and such other matters relating thereto as shall be delegated from time to time by the Board; and
- e) in association with the CEO and Managing Director, providing a talent and succession plan for executives.

2. Membership of the Committee

2.1 Membership

The Committee is to consist of not less than three independent non-executive directors of the Company.

The Chairman of the Committee will be an independent non-executive director appointed by the Board.

2.2 Appointment and Term

There is no prescribed term for membership of the Committee. Membership of the Committee ceases when a member ceases to be a director of the Company.

The Board may remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

3. Administrative Matters

3.1 Meetings

The Committee will meet as often as necessary to undertake its role effectively, but must meet at least once each calendar year. The Committee Chairman (or in his or her absence, a member designated by the Committee Chairman) shall preside at each meeting of the Committee. The quorum necessary for a meeting of the Committee will be two members.

The Company Secretary must on request from any Committee member, convene a meeting of the Committee. Notice must be given to every Committee member of every Committee meeting but there is no minimum notice period. Acknowledgment of receipt of notice by all members is not required before the meeting may be validly held.

Members of management, including without limitation the Managing Director of the Company, and Directors that are not members of the Committee, may attend meetings of the Committee at the invitation of the Committee Chairman.

The Committee may exclude from its meetings any person (other than a member of the Committee) it deems appropriate. Notwithstanding the foregoing, no executive officer shall be present during any deliberations or voting of the Committee concerning his or her remuneration, but the Committee may, in its discretion, invite the Chief Executive Officer and Managing Director to be present during deliberations with respect to the remuneration of others.

The Committee is authorised to meet by way of electronic communications (including without limitation telephone conference) and may act by way of a written resolution signed or approved electronically by a majority of the members of the Committee. Such a written resolution may be signed or approved in counterpart. Otherwise, the proceedings of the Committee shall be conducted in accordance with the provisions of the Company's Constitution which deal with directors' meetings as far as they are applicable and otherwise as the Committee sees fit in accordance with clause 60.6 of the Company's Constitution.

3.2 Access and External Engagement

The Committee has rights of access to management and rights to seek explanations and additional information.

The Committee may seek the advice of the Company's solicitors (at the cost of the Company) as to any matter pertaining to the powers or duties of the Committee.

The Committee may instruct the Managing Director to engage such other independent advisers in relation to any matter pertaining to the responsibilities of the Committee, as the Committee may require.

3.3 Agenda and Minutes

The Company Secretary will:

- a) attend all Committee meetings as minute secretary
- b) in conjunction with the Chairman of the Committee, prepare an agenda to be circulated to each Committee member before each meeting of the Committee;
- c) prepare minutes of each Committee meeting.

4 Reporting

There will be included in the Board papers for each Board meeting following a meeting of the Committee the minutes of the previous Committee meeting.

The Committee Chairman will, if the Chairman of the Board considers necessary, provide a brief oral report at the Board meeting as to any material matters arising out of any preceding Committee meeting. All directors will be permitted, within the Board meeting, to request information of the Committee Chairman or members of the Committee.

5. Duties and Responsibilities

5.1 Board Structure and Appointments

The Committee will:

- a) make recommendations to the Board regarding criteria for Board membership, the size and composition of the Board and Board Committees and the chairmanship of the Board and its committees;
- b) engage executive search firms where necessary to assist in the selection process of suitable director candidates and determine the basis of their engagement, compensation and term;
- c) assist in identifying, interviewing and recruiting candidates for the Board with a view to achieving an appropriate balance of skills, knowledge, experience, independence and diversity to discharge the Board's duties and responsibilities and having regard to any board skills matrix implemented by the Board;
- d) before recommending any candidate for appointment, review his or her qualifications and experience, including capability, availability to serve, independence and other relevant factors (including appropriate background checks);
- e) make recommendations to the Board regarding the appointments and re-election of directors, including identifying suitable candidates for new appointments: and
- f) recommend to the Board individuals to fill any vacancy that may occur from time to time on the Board

5.2 Remuneration Matters

The Committee will monitor, review and advise the Board on:

- a) the remuneration philosophy of the Company, including the policies and strategy relative to executive remuneration;
- b) on at least an annual basis, the performance and remuneration of the Chief Executive Officer and Managing Director and the Company's other executive officers. Remuneration includes salary, bonus and incentive remuneration levels, deferred remuneration, executive perquisites, equity remuneration, superannuation/pension plans and welfare plans, severance arrangements, change-in-control benefits and other forms of remuneration;

- c) overall remuneration policies and adjustments for all other employees of the Company, including eligibility criteria for bonuses and incentive remuneration, equity remuneration, superannuation/pension plans and welfare plans. These also include policies and procedures for director expense reimbursements (including those of executive directors);
- d) Director remuneration and the process by which any pool of directors' fees approved by the shareholders of the Company is allocated to directors; grants and awards under incentive-based remuneration plans and equity-based plans, in each case consistent with the terms of such plans;
- e) policies and procedures for the grant of equity-based awards by the Company and the rules for Company's equity-based plans;
- f) an annual remuneration report in accordance with applicable regulation to be included in the directors' report for each financial year, which report shall include a summary of the Company's remuneration framework, policies and practices, the remuneration of key management personnel, and information pertaining to remuneration governance and the Committee's members, the number of meetings held during the financial year and the attendances of the members at those meetings.

5.3 Other

The Committee will perform other duties and activities as directed by the Board.

6. Review of Performance

The Committee will undertake an annual review and evaluation of the performance of the Board and its committees and present to the Board the results of its review.

7. Review of this Charter

The Committee will review this Charter to determine its adequacy as it considers appropriate and recommend any proposed changes to the Board for approval.