



# Remuneration and Nomination Committee Charter

---

## 1. Membership

- 1.1 The Remuneration and Nomination Committee (“Committee”) is to be appointed by the Board.
- 1.2 The Committee is to consist of:
  - 1.2.1 Only non-executive directors;
  - 1.2.2 At least three members (“Members”); and
  - 1.2.3 A majority of independent non-executive directors.
- 1.3 The Chairman of the Committee (“Chairman”) is to be an independent non-executive director and is to be appointed by the Board.

## 2. Meetings

- 2.1 The Committee shall meet not less than twice each financial year (“Meetings”).
- 2.2 The Committee is to meet as requested by the Board or the Chairman.

## 3. Attendance at Meetings

- 3.1 Directors of the company, other than Members of the Committee, are welcome to attend Meetings as visitors. Management and third parties may be invited by the Committee to attend Meetings.
- 3.2 The Company Secretary or such other person as nominated by the Board will act as Secretary of the Committee.

## 4. Role of the Remuneration and Nomination Committee

- 4.1 The role of the Remuneration and Nomination Committee is to review and make recommendations to the Board in relation to:
  - 4.1.1 its periodic reviews of Board membership having regard to present and future needs of the company;
  - 4.1.2 Board composition, appointments and re-elections;
  - 4.1.3 its periodic reviews in relation to the independence of directors, at least annually;

- 4.1.4 tenure of directors;
  - 4.1.5 its proposal for candidates for Board vacancies;
  - 4.1.6 overseeing Board succession, including succession of the Chairman;
  - 4.1.7 the succession of the CEO and other senior executives;
  - 4.1.8 remuneration and incentive policies generally;
  - 4.1.9 remuneration packages and other terms of employment for non-executive directors, executive directors and other senior executives;
  - 4.1.10 the time required from a non-executive director and whether they are able to meet that requirement, based on regular reviews;
  - 4.1.11 diversity objectives, including whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees; and
  - 4.1.12 consider any other matter referred to it by the Board from time to time.
- 4.2 At least annually the Committee will prepare a Board skills matrix for review by the Board, setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership

## **5. Identification of suitable candidates for Board appointment**

- 5.1 Where a new director is required, the Committee will evaluate the balance of skills, knowledge, experience, independence and diversity on the Board, and in light of this evaluation, prepare a description of the role and capabilities required for the particular appointment.
- 5.2 The Committee will prepare a shortlist of candidates with appropriate skills and experience. Where necessary, advice is sought from independent search consultants.
- 5.3 The Committee will ensure that appropriate background checks are undertaken before recommending the appointment of a person or putting forward a candidate to security holders for election as a director, and will provide all material information which is relevant to whether or not a person should be elected or re-elected as a director (including in relation to independence and recommendation regarding support or otherwise to the candidate's appointment) to the Board for provision to security holders.

## **6. Provision of Induction and Training and Development Opportunities for Directors**

- 6.1 The Committee will oversee, review and make recommendations to the Board in relation to the induction, training and development of non-executive directors, to ensure they have access to appropriate learning and development opportunities to develop and maintain the skills and knowledge required to effectively perform in their role as a director.

**7. Authority and Resources**

7.1 The Committee has the power to conduct or authorise investigations into any matter within the Committee's role or function. This includes a right to obtain information and interview management.

7.2 The Committee has the authority, as it deems necessary or appropriate, to retain independent legal, accounting or other advisers.

**8. Performance Assessment**

8.1 An assessment of the Committee's performance will be undertaken annually.