



## **Remuneration Committee Charter**

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## **1.0 Role of the Remuneration Committee**

The role of the Remuneration Committee is to assist the board of directors in fulfilling its responsibilities to shareholders by:

- (a) establishing and reviewing executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
- (b) ensuring executive remuneration policy displays a clear linkage between performance and remuneration and therefore, fairly and responsibly rewarding performance under prevailing market conditions;
- (c) reviewing the recruitment, retention and termination policies of the Company and procedures for executives;
- (d) reviewing and recommending to the board of directors equity-based plans and other equity-based incentive schemes;
- (e) evaluating the performance of non-executive directors;
- (f) ensuring non-executive directors remuneration is fair and responsible under prevailing market conditions; and
- (g) recommending to the board of directors (and in accordance with the Corporations Act shareholders) equity-based plans and other equity-based incentives schemes for non-executive directors to participate.

## **2.0 Composition**

The Committee will be appointed by the board of directors and shall be composed of:

- (a) only non-executive Directors;
- (b) at least two members, the majority of which are independent;
- (c) a Chairman, also appointed by the board of directors, who is one of the independent directors and, as the Company grows, who is not the Chairman of the Board; and
- (d) at least one director possessing some experience in setting remuneration policy.

The committee can, if necessary, consult independent experts to assist it in carrying out its role in setting executive remuneration policy and evaluating its own performance.

### **3.0 Authority**

- 3.1 The Committee has the authority to approve, other than for the Executive Chairman/Chief Executive Officer:
- (a) change to remuneration or contract terms of executives of the Company;
  - (b) rewards made to executives by way of equity-based payments under shareholder approved plans or schemes; and
  - (c) termination payments to executives.
- 3.2 In relation to the Executive Chairman/Chief Executive Officer, the committee can approve changes to cash-based remuneration and make recommendations to shareholders to approve at general meetings for changes to equity-based remuneration.
- 3.3 The Committee can also make recommendations to shareholders to approve at general meetings for changes to non-executive Director emoluments where such changes reflect a reward of equity-based remuneration.

### **4.0 Attendance**

- 4.1 Members of the Committee, and any other Directors wishing to attend, are entitled to be present at Committee meetings (except in circumstances where there is a conflict of interest).
- 4.2 The Committee may extend an invitation to any person to attend all or part of any meeting which it considers appropriate. In particular the Committee may meet with external advisers, any executive or other employee, any other non-executive Director, and may do so with or without management present.
- 4.3 The Chief Executive Officer and the Company Secretary may be invited to attend meetings.

### **5.0 Meetings**

#### 5.1 Frequency

The Committee will hold at least one regular meeting a year and such additional meetings as the Chairman of the Committee shall decide in order for the Committee to fulfil its duties.

- 5.2 The Company Secretary will, in conjunction with the Chairman of the Committee:
- (a) set the agenda for and arrange meetings of the Committee so as to ensure timely coverage of all the Committee's business and specifically the business covered;
  - (b) distribute agendas and supporting papers to members of the Committee at least four (4) days in advance of the relevant meeting; and
  - (c) keep and distribute minutes of each meeting.
- 5.3 Minutes of the meetings of the Committee are distributed first to the Chairman of the Committee for confirmation and then to members as soon as practicable and distributed to all Directors with their Board papers (unless circumstances otherwise require, for example where there is a conflict of interest).
- 5.4 The quorum for a meeting of the Committee will be a majority of the members.