

Remuneration Committee Charter

Introduction

The function of the Remuneration Committee is to assist the Board in fulfilling its corporate governance responsibilities with respect to remuneration.

Composition

The Remuneration Committee is a committee of the Board.

All appointments to the Remuneration Committee and the appointment of the chair shall be approved by the Board.

The Remuneration Committee shall be structured so that it has at least three members, a majority of whom are independent directors and is chaired by an independent director to be elected by the Remuneration Committee.

From time to time non-Remuneration Committee members may be invited to attend meetings of the Remuneration Committee if it is considered appropriate. Appointment to the Remuneration Committee will be for two years or as determined by the Board.

Roles and Responsibilities

The role of the Remuneration Committee is to assist the Board in fulfilling its objective to ensure the Company has:

- effective policies, processes, and practices for appropriately attracting, remunerating and retaining staff, executives and directors who will add value to the Company;
- reward programs which are fair and responsible and in compliance with principles of good corporate governance, the ASX Listing Rules and the Corporations Act.

The Remuneration Committee will be charged with the following responsibilities:

Salaries

- a) review overall remuneration philosophy, strategy, plans, policies and practices (including performance management methodology) for the recruitment, retention and termination of company executives. The Remuneration Committee shall ensure there is a clear link between executive performance and remuneration, balancing salaries with variable rewards to reflect short and long-term performance of the executives and the Company;
- b) review and recommend the proposed remuneration package of the Chief Executive Officer and Executive Directors;

- c) review and approve the Chief Executive Officer's recommendations in regard to proposed remuneration packages of executives reporting directly to the Chief Executive Officer or to an executive director.

Short Term Variable Rewards – Bonus/Incentive

- a) review incentive/bonus plans on a regular basis to ensure they comply with legislation, regulatory requirements and reflect industry standards;
- b) review and recommend the proposed performance measures and targets for the executive directors and the Chief Executive Officer;
- c) review the performance measures, targets and incentive/bonus opportunity for those executives who report directly to the Executive Director or the Chief Executive Officer, and the actual level of incentive/bonus payments at the end of the measurement period;
- d) review the functioning of incentive/bonus plans to ensure their overall effectiveness in meeting Company objectives.

Employee Equity Plans

- a) review plan designs on a regular basis to ensure they comply with legislation and regulatory requirements and reflect industry standards;
- b) approve participants in employee equity plans;
- c) approve the total level of award under the plans and the level of participation in the plans;
- d) review functioning of equity plans to ensure overall effectiveness (including cost and tax impacts) in achieving Company objectives;
- e) ensure that participants do not enter into transactions (whether through the use of derivatives) or otherwise) which limit the economic risk and participation in the scheme.

Remuneration for Non-Executive Directors

- a) review and recommend the remuneration structure for the non-executive directors of the Company whether by way of annual fees, committee fees and/or retirement benefits;
- b) in determining the fees to be paid, non-executive directors shall not be eligible for inclusion in any Short Term Incentive Plans.

Termination Agreements

Review and approval of the proposed termination payments and arrangements, in respect of the Chief Executive Officer and/or any executive director prior to such an appointment. Termination payments in respect of other company executives reporting to the Chief Executive Officer or Executive Director shall be reported to the Remuneration Committee at its next meeting.

Reporting of Remuneration

Review and approval of reporting of executive and director remuneration details and practices to ensure disclosure meets the requirements of the Corporations Act and the ASX Listing Rules and is in accordance with good corporate governance practices.

Reporting to the Board

The Remuneration Committee is to report to the Board, at least annually, on the following matters:

- (a) all matters relevant to the Remuneration Committee's role and responsibilities as set out in this Remuneration Committee Charter;
- (b) the results of the Remuneration Committee's review of this Remuneration Committee Charter; and
- (c) comment on the Remuneration Committee's operation and composition.

Meetings

The Remuneration Committee will meet at least annually, with other meetings on an as required basis.

A quorum will be the smallest number great than half the members.

Remuneration Committee members will be invited to disclose conflicts of interest at the commencement of each meeting.

If the chair is absent members who are present will select a chair for that particular meeting.

Meetings of the Remuneration Committee may be held face to face or using any technology which enables members to participate in a discussion.

The notice and agenda of meetings will include relevant supporting papers.

The Remuneration Committee may invite other people to attend as it sees fit and consult with other people or seek any information which will help it to fulfil its responsibilities.

The Chair will communicate the decisions of the committee to the Board after each meeting within a reasonable period.

Secretariat Duties

The Company Secretary or other delegated person undertakes the duties of secretariat.

Proceedings of all meetings are minuted, ratified by members in attendance and signed by the Chair. Minutes of Remuneration Committee meetings will be tabled at the subsequent meeting of the full Board.

Voting

Matters will generally be decided by consensus or, if a consensus can't be reached, by a majority of votes from the members present.

Authority of the Committee

The Remuneration Committee has the authority to: -

- a) obtain independent professional or other advice in the fulfilment of its duties at the Company's cost; and
- b) obtain such resources and information from the Company in the fulfilment of its duties as it may reasonably require.

Review of Committee Performance

The Remuneration Committee will annually revisit its objectives and duties and evaluate the effectiveness of its performance.

Reliance on Information or Professional or Expert Advice

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- c) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- d) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- e) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

Access to Advice

- a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

Review of Charter

The Remuneration Committee will review the Remuneration Committee Charter at least annually and update it as required.

