

## REMUNERATION COMMITTEE CHARTER

### 1. CHARTER

This Charter governs the operations of the Remuneration Committee. The Committee shall review and reassess the Charter at least annually and obtain the approval of the Board.

The ultimate responsibility for the Company's Remuneration policy rests with the Board.

### 2. MEMBERSHIP

The Committee shall be members of and appointed by, the Board and shall comprise at least three members; chaired by an independent director with a majority of independent directors. Directors serving on this Committee should have diverse, complementary backgrounds, the majority of which are independent of management and the Company. The Committee is to be chaired by an independent director who shall have leadership experience.

Members of the Committee shall be considered independent so long as they do not have any relationship with the Company that may interfere with the exercise of independent judgement.

The only compensation shall be director's fees for services provided to the Remuneration Committee.

The Company Secretary will be the Secretary of the Committee.

### 3. MEETINGS

The Committee shall meet at least once each year, with additional meetings when circumstances require, as determined by the Committee Chairperson.

#### 3.1 Convening and Notice of Meeting

Any member may (and the Secretary must act upon a request from any member) convene a meeting of the Committee. Notice is to be given to every member of the Committee with no minimum notice period required and no necessity for acknowledgement of notice before the meeting may be validly held.

#### 3.2 Attendance

Members of the Committee are expected to be present at all meetings. As necessary, the Chairperson of the Committee may request that members of management, consultants or others, which it may deem appropriate, be present at Committee meetings.

#### 3.3 Quorum

Two members of the Committee shall constitute a quorum. In the event where only two members are present, the unanimous vote of the two members shall constitute an act of the Committee.

Where the Committee comprises more than two committee members, the act of a majority of the members present will constitute an act of the Committee.

#### 3.4 Minutes

Minutes of each meeting are to be prepared by or under the direction of the Company Secretary.

The Secretary shall maintain a permanent record of the minutes and shall distribute minutes to members of the Committee and directors who are not members of the Committee.

#### **4. PURPOSE, FUNCTION AND RESPONSIBILITY**

The Remuneration Committee shall provide assistance to the Board in fulfilling its corporate governance and oversight responsibilities. The main functions and responsibilities of the Remuneration Committee include the following:

- Responsible for determining the compensation arrangements for the directors themselves, the Chief Executive Officer, the Executive Committee and employees. From this, recommendations are made to the Board.
- Responsible for determining the Executive Remuneration Policy.
- Responsible for reviewing and approving all equity based plans.
- Evaluating the requirements under ASX Corporate Governance Principle 1 of encouraging enhanced performance and is therefore responsible for the performance evaluations required of the senior executives;

#### **5. DELEGATED RESPONSIBILITY**

The Committee may form and delegate authority to subcommittees when appropriate.

#### **6. OTHER DUTIES**

The Committee is responsible for organizing, reviewing and reporting on any special reviews or investigations deemed necessary for the Board.

#### **7. REMUNERATION POLICY**

This Policy governs the operations of the Remuneration Committee. The Committee shall review and reassess the Policy at least annually and obtain the approval of the Board.

##### **7.1 Overall Director Remuneration**

Shareholder approval must be obtained in relation to the overall limit set for directors' fees. The directors must set individual board fees within the limit approved by shareholders.

Further, shareholders must approve the framework for any equity schemes and if a director is recommended for being able to participate in an equity scheme, this participation must be approved by the shareholders.

##### **7.2 Executive Remuneration**

###### **(a) Main Principles**

The Remuneration Committee's reward policy reflects its obligations to align executive directors' remuneration with shareholders' interests and to engage appropriately qualified executive talent for the benefit of the Group. The main principles of the Policy are:

- (1) Reward reflects the competitive global market in which the Company operates.

- (2) Individual reward should be linked to performance criteria.
- (3) Executives should be rewarded for both financial and non-financial performance.

**(b) Elements of Remuneration - Executive**

The Executive Directors' total remuneration consists of the following:

- (1) Salary – each Executive Director receives a fixed sum payable monthly in cash.
- (2) Bonus – each Executive Director is eligible to participate in a bonus scheme if deemed appropriate.
- (3) Long Term Incentives – each Executive Director may participate in share option schemes with the approval of shareholders. The Committee's policy is that at each exercise date of the options, a review of the performance of a director holding options must be undertaken to ensure that it is appropriate that the options can be exercised. A recommendation must be forwarded to the Board and the Board must ratify the exercising of any options.
- (4) Other benefits – Executive Directors are eligible to participate in superannuation schemes.

**(c) Elements of Remuneration - Non-Executive**

Shareholders approve the maximum aggregate remuneration for non-executive directors. The Remuneration Committee recommends the actual payments to directors and the Board is responsible for ratifying any recommendation if appropriate. The maximum aggregate remuneration approved for directors is currently \$320,000.

Directors are entitled to have their indemnity insurance paid by the Company.

**(d) Retirement Benefit – Directors and Employees**

The total payment to a director or an employee on retirement or termination (retirement benefits, plus annual and long service leave entitlements) may not exceed the Corporations Act limits.