



Purpose of Charter

The Remuneration and Nomination Committee Charter (the Charter) governs the operations of the Remuneration and Nomination Committee (the Committee). It sets out the Committee's role and responsibilities, composition, structure and membership requirements. The Committee is established by the Board of the Company (Board). The purpose of the Committee is to assist the Board by:

- a) providing advice in relation to remuneration packages of Senior Executives (defined as the Managing Director, other key management personnel (KMP) as defined under the Corporations Act who hold executive roles, direct reports to the Managing Director who are not KMP, if any, and others selected by the Board) and non-executive directors, equity-based incentive plans and other employee benefit programs, in accordance with the relevant policies;
- b) developing and maintaining, for Board approval the policies and other documents that guide and govern KMP remuneration decisions, practices and outcomes, referred to as a Remuneration Governance Framework in the legislation, considering those aspects of the Company's remuneration practices, including securities-based remuneration, which may be subject to shareholder approval;
- c) determining and reviewing the nature of the Company's disclosure or communication of remuneration practices and policies to:
 - a. meet the requirements of the Corporations Act,
 - b. maximise shareholder support for the Remuneration Report in the context of shareholder voting on the resolution to adopt the Remuneration Report, and
 - c. reflect good corporate governance, noting Recommendation of the ASX Corporate Governance Council's Principles and Recommendations (4th edition).
- d) reviewing the Company's recruitment, retention and termination policies;
- e) reviewing the Company's superannuation arrangements;
- f) reviewing succession plans of Senior Executives;
- g) recommending individuals for nomination as members of the Board and its committees;
- h) ensuring the performance of Senior Executives and members of the Board are reviewed at least annually;
- i) reviewing the Company's diversity policy and monitoring diversity within the Company having regard to the diversity of Senior Executives and the Board, and
- j) monitoring the size and composition of the Board.

Membership

The Committee will have a minimum of three members (all being non-executive directors), being a majority of independent non-executive directors (unless there are less than two independent non-executive directors on the Board).

The Committee will be chaired by a Committee Chair appointed by the Board from time to time. The Chair should be an independent director. Members will be appointed for a period of no more than one year, with Committee members generally being eligible for re-appointment for so long as they remain non-executive directors of the Board.

The terms of a member's appointment are:

- a) A member may resign upon reasonable notice in writing to the Committee Chair;
- b) A member may from time to time be immediately removed by notice in writing under the hand of the Committee Chair; and
- c) Ceasing to be a director of the Board is deemed to be automatic termination of appointment as a member of the Committee.

Meetings

1. The Committee will meet as often as necessary. The Committee Chair must call a meeting of the Committee if so, requested by any Committee member, the Managing Director/CEO or the Company Secretary.
2. The Committee may invite other persons, such as internal specialists or external advisers, to attend meetings if considered appropriate by the Committee Chair.
3. The quorum necessary for a meeting of the Committee shall be two members, of whom at least one must be an independent director.

Secretary

1. The Company Secretary will act as the Secretary of the Committee unless the Chair decides otherwise from time to time.
2. The Company Secretary, in conjunction with the Committee Chair, must prepare an agenda to be circulated to each Committee member at least two full working days prior to each meeting of the Committee.
3. The Company Secretary will distribute a meeting timetable of scheduled meetings for each forthcoming calendar year, noting that additional meetings are likely to be required from time to time in order to address specific issues or tasks that fall under the purview of the Committee. When additional meetings are required the Company Secretary will notify the members of the Committee.

Reporting

1. The Committee Chair must report the findings and recommendations of the Committee at the next Board meeting following each meeting of the Committee.
2. The minutes of all Committee meetings will be circulated to members of the Board by the Company Secretary.
3. The Committee must recommend to the Board whether approval should be given to:
 - (a) the details to be published in the Company's annual report or any other statutory report or document with respect to the activities and responsibilities of the Committee; and
 - (b) any statement on the Company's remuneration policies and executive and/or nonexecutive director compensation disclosures that may be required by law or other regulatory requirements (including any such statement to be included in the Company's annual report).

Responsibilities

In addition to any other matters which may be delegated to the Committee by the Board (including special investigations), the Committee is responsible for:

Remuneration of Senior Executives and Executive Directors

1. Developing and maintaining an appropriate Remuneration Governance Framework to apply to executive KMP of the Company, and others as may be nominated, which may include policies such as:
 - (i) Executive Remuneration Policy,
 - (ii) Short Term Incentive Policy & Procedure,
 - (iii) Long Term Incentive Policy & Procedure,
 - (iv) Clawback policy, and
 - (v) Policies and procedures in relation to the engagement of external remuneration consultants (ERCs as defined in the Corporations Act).

Such a framework should be developed independently of management and the executives that will be the subject of the framework and policies.

2. regularly reviewing and making recommendations to the Board with respect to an appropriate remuneration policy including retirement benefits and termination payments (if any) for Senior Executives, ensuring that such a policy:
 - (i) enables the Company to attract and retain valued employees;
 - (ii) motivates Senior Executives to pursue the long term growth and success of the Company;
 - (iii) demonstrates a clear relationship between performance and remuneration; and
 - (iv) has regard to prevailing market conditions.

3. regularly reviewing and making recommendations to the Board regarding the remuneration packages of Senior Executives, including (as appropriate) fixed, performance-based and equity-based remuneration, reflecting short- and long-term performance objectives appropriate to the Company's circumstances and goals;
4. making recommendations to the Board with respect to the quantum of short-term incentives (if any) to be paid to Senior Executives;

Remuneration of Non-executive Directors

5. making recommendations as to the structure of remuneration for non-executive directors;
6. ensuring that fees paid to non-executive directors are within the aggregate amount approved by shareholders and making recommendations to the Board with respect to the need for increases to this aggregate amount at the Company's annual general meeting;
7. Developing and maintaining an appropriate Remuneration Governance Framework to apply to non-executive KMP of the Company which may include:
 - (i) Non-executive Director Remuneration Policy, and
 - (ii) Non-executive Director Securities Based Remuneration Policy (not required or relevant to practices at the time of the writing of this Charter).

Disclosure, Communication and Engagement

8. overseeing the development of, and signing off the Remuneration Report that forms part of the Annual Report of the Company,
9. engaging with shareholders, stakeholder groups or representatives as needed regarding matters of KMP remuneration or remuneration governance, which may include announcements, meetings, presentations, letters or briefings for example.
10. ensuring that disclosure and communication by the Company related to Senior Executive or other KMP remuneration and remuneration governance is accurate, transparent and not merely compliance focussed, such that information released by the Company is useful to shareholders in understanding the Company's approach and in making decisions regarding voting on the adoption of the Remuneration Report at the annual general meeting.

Employee benefits and other policies

11. making recommendations to the Board with respect to the implementation and operation of equity-based incentive plans and other employee benefit programs;
12. regularly reviewing the Company's recruitment, retention and termination policies;

Superannuation

13. regularly reviewing and providing advice to the Board in relation to the Company's superannuation arrangements;

Succession plans

14. Senior Executives - reviewing succession plans of Senior Executives on a regular basis to maintain an appropriate balance of skills, experience and expertise in the management of the Company and providing advice to the Board accordingly;
15. Board - reviewing Board succession plans on a regular basis to maintain an appropriate balance of skills, experience and expertise on the Board and providing advice to the Board accordingly;

New Directors

16. developing a policy and procedures for the selection and appointment of directors;
17. identifying individuals who may be qualified to become directors, having regard to such factors as the Committee considers appropriate, including judgement, skill, diversity, experience with business and other organisations of a comparable size, the interplay of the candidate's experience with the experience of other Board members, the extent to which the candidate would be a desirable addition to the Board and any Board Committee, and the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council (Guidelines);
18. ensuring an effective induction program is available to new directors to ensure they understand their responsibilities and the business activities of the Company;
19. ensuring that an effective orientation program for new directors is in place, and regularly reviewing its effectiveness;

Board Committees

20. identifying directors qualified to fill vacancies on Board Committees and making recommendations to the Board accordingly, having regard to such factors as the Committee considers appropriate, including the terms of reference of the particular Board Committee the director's experience, the interplay of the director's experience with the experience of other Board Committee members and the Guidelines.

Performance

21. In relation to Senior Executives
 - (i) developing and implementing a plan for identifying, assessing and enhancing competencies of Senior Executives;
 - (ii) ensuring that the performances of each Senior Executive are evaluated at least annually;
22. Board
 - (i) considering and articulating the time needed to fulfil the role of Board Chair and non-executive director;
 - (ii) developing and implementing a plan for identifying, assessing and enhancing director competencies;

- (iii) regularly evaluating the performance of the Board and each director on an annual basis including an assessment of whether each director has devoted sufficient time to their duties;
- (iv) ensuring the Board has access to continuing education to update and enhance their skills and knowledge;

Shareholder approval

- 23. considering those aspects of the Company's remuneration policies and packages, including equity-based incentives, which should be subject to shareholder approval and making recommendations to the Board accordingly;

Size and composition of the Board

- 24. regularly reviewing the size and composition of the Board and making recommendations to the Board with regard to any appropriate changes;
- 25. providing advice to the Board with respect to the necessary and desirable competencies of directors;
- 26. making recommendations to the Board for the appointment and removal of directors;
- 27. in a timely manner, making recommendations to the Board whether or not directors, whose term of office is expiring, should be proposed for re-election at the Company's next annual general meeting.

The Committee shall have no executive powers with regard to its findings and recommendations.

Other

The Committee is authorised to engage, at the Company's expense, outside legal or other professional advice or assistance on any matters within its terms of reference. The Committee is authorised to seek any information it requires from any officer or employee of the Company and such officers or employees shall be instructed by the Board to respond to such enquiries.

No member of the Committee may participate in any decision with respect to his or her remuneration to the extent that it may differ from the policies or practices that apply to other directors. The Committee may, in its discretion, delegate all or some of its responsibilities to a subcommittee.