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# **Remuneration Committee Charter**

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## 1 Standing Rules

The Standing Rules for Committees apply to, and are deemed incorporated into the Charter of the Committee, except insofar as they may conflict with any of its terms.

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## 2 Purpose

- The Committee is established by the Board to assist it and report to it in relation to the matters with which it is charged with responsibility.
- The role of the Committee is to advise on remuneration and issues relevant to remuneration policies and practices including those for senior management and non-executive Directors.

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## 3 Scope of Responsibility

- The Committee has responsibility for the following:
  - reviewing and evaluating market practices and trends in relation to remuneration relevant to the Group
  - reviewing and making recommendations to the Board in relation to the Group's remuneration policies
  - reviewing and making recommendations to the Board in relation to the Group's remuneration practices
  - monitoring the performance of the CEO and CFO and other members of senior management and non-executive Directors
  - reviewing and making recommendations to the Board in relation to the remuneration of the CEO and CFO and other members of senior management and of non-executive Directors
  - preparing for the Board any report that may be required under applicable legal or regulatory requirements in relation to remuneration matters.
- Remuneration is in each case taken as including not only monetary payments (salary and wages) but all other monetary and non-monetary emoluments and benefits including:
  - fringe benefits
  - directors' and officers' and other insurance arrangements
  - retirement benefits
  - superannuation
  - equity participation, and other incentive programs.

In each case this is done in the context of general market and industry practice (so far as directly relevant benchmarks can be identified for comparative purposes) and the need to attract and retain high-calibre personnel.

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## **4 Powers**

The Committee has an advisory role, consistent with its purpose of assisting the Board in relation to the matters with which it is charged with responsibility, and does not have any power to commit the Board to any recommendation or decision made by it but may nevertheless consult independent external expert advisers as it may consider appropriate for the proper performance of its function and charge the costs to the Company or other appropriate company within the Group.

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## **5 Proceedings**

- Meetings are held at least twice during each year and more often as required.
- Representatives of management and other employed personnel may be invited to attend meetings, or specific parts of meetings, at the discretion of the Committee.