

Remuneration Committee

1. Remuneration Committee Charter

- 1.1 This charter governs the composition, membership, roles and responsibilities of the remuneration committee of the Company (**Remuneration Committee**).
- 1.2 In this Charter, references to “Senior Management” means, as the context requires, the executive directors, the Chief Financial Officer/Company Secretary and the key managers of the Company.

2. Members

The Remuneration Committee consists of a minimum of three members, one of whom must be an independent director.

3. Chairperson and Secretary

- 3.1 The Remuneration Committee must be chaired by a non executive director and the Company Secretary acts as secretary of the Remuneration Committee.
- 3.2 The members of the Remuneration Committee will be appointed and removed by the board of directors (**Board**).

4. Meetings

The Remuneration Committee shall meet as frequently as required but must, at a minimum, meet 2 times per year.

5. Attendance

The Remuneration Committee may invite any person from Senior Management to attend part or all of any meeting of the Remuneration Committee, as it considers appropriate. Voting at Committee meetings is restricted to Committee members.

6. Agenda and notice

The Secretary will be responsible, in conjunction with the Chair, for drawing up the agenda (supported by any necessary explanatory documentation) and circulating it to Remuneration Committee members prior to each meeting. The Secretary must notify

members of the Remuneration Committee of the date, time and location of Remuneration Committee meetings as far in advance as possible, but not less than two days before the meeting.

7. Quorum

A quorum for Remuneration Committee meetings will be three members.

8. Voting

In the case of an equality of votes upon any proposed resolution of the Remuneration Committee, the proposed resolution is taken to the Board for final determination.

9. Roles and Responsibilities

The Remuneration Committee reviews the remuneration of directors, Key Management and the Company's human resources policies. An overview of the Committee's responsibilities is set out under Principle 9 in the Company's Corporate Governance Statement.

10. Reporting to the Board

- 10.1 The Remuneration Committee will undertake the responsibilities outlined in this Charter and will make recommendations to the Board at the first Board meeting subsequent to each Remuneration Committee meeting.
- 10.2 The Remuneration Committee is responsible for ensuring that the Company is applying appropriate remuneration policies.
- 10.3 The Remuneration Committee shall review and make recommendations in relation to:
 - (1) the conditions of employment and remuneration policies, including incentives, superannuation and non-financial benefits of employees;
 - (2) appropriate levels of remuneration;
 - (3) policies relating to employee share and option plans;
 - (4) recruitment, retention, retirement and termination payments;
 - (5) the adequacy of professional indemnity and Directors' and Officers liability insurance policy;
 - (6) compliance with statutory responsibilities relating to remuneration disclosures;
 - (7) management development and succession planning; and
 - (8) occupational health and safety policies and procedures.
- 10.4 The Remuneration Committee shall adopt the following principles when carrying out its responsibilities:

- (1) the objective of the Company is to be an “employer of choice”;
- (2) the Company shall provide employees with positive feedback, job satisfaction, roles with opportunities for personal and career development;
- (3) promote disclosure and transparency in occupational health and safety compliance;
- (4) set incentives that reward short and medium term performance of the Company as a whole;
- (5) use employee surveys to assess and improve the level of communication with employees; and
- (6) promote training and leadership development strategies as part of skills training and succession planning.

11. Senior Management Remuneration and Disclosure

- 11.1 The Remuneration Committee annually reviews the Company’s remuneration policies, Key Management packages, including directors’ remuneration, with reference to the Company’s performance, executive performance, comparable available information from competitors and other listed companies and independent advice.
- 11.2 The remuneration policies and practices of the Company are designed to attract qualified and experienced candidates, retain and motivate Senior Management and employees of the highest calibre and quality.
- 11.3 The Remuneration Committee annually reviews and recommends the remuneration packages of Senior Management.
- 11.4 The payment of bonuses, options and other incentive payments are annually reviewed by the Remuneration Committee as part of the review of Key Management remuneration and recommendations are put to the Board for its approval. All bonuses, options and incentives are linked to predetermined performance criteria. The Board can exercise its discretion in relation to approving bonuses, options and incentives and may recommend changes to the Remuneration Committee’s recommendations. Any changes must be justified by reference to measurable performance criteria.
- 11.5 The Remuneration Committee may seek independent advice on the appropriateness of remuneration packages.
- 11.6 Remuneration for Key Management is divided into three parts:
 - (1) a fixed remuneration which is made up of basic salary, benefits (such as a company car, professional membership and private health insurance cover), superannuation and other salary sacrifices;
 - (2) short term incentives – paid in cash, directly earned upon the successful achievement of specific financial and operational targets. Incentives are based on performance hurdles which are set and reviewed by the Remuneration Committee annually; and

- (3) long term incentives – include issuing Key Management with shares, and/or options where specific financial and operational targets that improve shareholder returns have been exceeded. Performance hurdles are set and reviewed by the Remuneration Committee annually.

12. Non-executive remuneration

Independent directors are remunerated by way of fees and do not participate in schemes designed for executives. The current remuneration for non-executive directors is set by resolution of shareholders at \$200,000 per annum in aggregate. This amount of remuneration includes all monetary and non-monetary components, as detailed in the directors' report.

The remuneration does not include any participation by Independent directors in Company share schemes, which must be separately approved by the Board.

13. Public availability of materials

The Remuneration Committee must ensure that a copy of this Charter is made publicly available on the Company's website in a clearly marked corporate governance section.

14. Annual report

The Remuneration Committee must provide advice and recommendations to the Board regarding the appropriate material and disclosures to be included in the corporate governance section of the Company's annual report which relates to the Company's remuneration policies and procedures.

15. Review of the charter

This charter was adopted by the Board on 26th July 2016 and will be reviewed at least annually and revised by the Board as required.