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REMUNERATION COMMITTEE CHARTER



Remuneration Committee Charter

1. Introduction

The Remuneration Committee is a committee of the Board and applies to the Company and any of its subsidiaries.

The primary role of the Remuneration Committee is to support and advise the Board in fulfilling its responsibilities to shareholders, employees and other stakeholders of the Company by ensuring that:

- (a) the Directors, Managing Director and other executives of the Company are appropriately remunerated; and
- (b) ensuring that the human resources policies and practices are consistent with and complementary to the strategic direction and objectives of the Company as determined by the Board.

2. Responsibilities

The Remuneration Committee is required to review and make recommendations to the Board in respect of:

- (a) the terms of remuneration for the Managing Director and other executives of the Company from time to time including the criteria for assessing performance and remuneration;
- (b) the outcomes of remuneration reviews for executives and the individual reviews for all executives reporting directly to the Managing Director;
- (c) remuneration reviews for executive and non-executive Directors;
- (d) changes in remuneration policy and practices, including superannuation, other benefits and remuneration structure;
- (e) changes to employee equity plans; and
- (f) the disclosure of remuneration requirements in the Company's public materials including ASX filings and the annual report.

3. Specific responsibilities

In order to fulfil its responsibilities to the Board, the Committee will:

(a) Executive remuneration

- review and make recommendations to the Board regarding executive remuneration including, but not limited to, superannuation and compensation payments;
- review the on-going appropriateness and relevance of executive remuneration and other benefits;
- review when shareholder approval is required for executive remuneration;
- review and make recommendations to the Board regarding the proposed remuneration (including incentive awards, equity awards, and service contracts) for executive of the Company; and
- oversee the implementation of executive remuneration within the Company.

(b) Executive Directors

- consider and make recommendations to the Board on the entire specific remuneration for the Managing Director and any other executive Director, (including base pay, short term and long term incentive payments, equity awards, service contracts) and determine whether any shareholder approvals are required and that any equity-based executive remuneration is made in accordance with shareholder approvals.

(c) Executive incentive

- review and make recommendations to the Board regarding the design of all executive incentives; and
- review and make recommendations to the Board regarding the total proposed payments from each executive incentive plan.

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3. Specific responsibilities (Continued)

(d) **Equity based plans**

- review and make recommendations to the Board regarding the design of all equity based plans;
- keep all plans under review in the light of legislative, regulatory and market developments;
- for each such plan, determine each year whether awards will be made under that plan;
- review and make recommendations to the Board regarding total proposed awards under each plan;
- in addition to considering awards to the Company Secretary or executive reporting directly to the Managing Director, review and make recommendations to the Board regarding proposed awards under each plan on an individual basis as required under the rules governing each plan or as determined by the Committee; and
- review, make recommendations to the Board and keep under review performance hurdles for each equity based plan.

(e) **Non-executive Director remuneration**

- review and establish the level of remuneration for non-executive Directors. The level of Director remuneration is to be set so as to attract the best candidates for the Board while maintaining a level commensurate with boards of similar size and type;
- where necessary recommend that the Board seek an increase in the amount of remuneration for non-executive Directors approved by shareholders; and
- the Committee may request management or external consultants to provide necessary information upon which the Board may make its determination.

(f) **Approvals**

Before implementing any of the following proposals the Board will request the Committee to review the proposal and make a recommendation to the Board in relation to it:

- any change to the remuneration or contract terms of the Managing Director and any executives of the Company;
- the design of any new equity plan or executive incentive plan, or the amendment of any existing equity plan or executive incentive plan;
- the total level of award proposed from equity plans or executive incentive; and
- any termination payment to the Managing Director and any other executives of the Company. A termination payment to any other departing executives must be reported to the Committee at its next meeting.

4. Composition

- (a) The Remuneration Committee will comprise a minimum of three non-executive Directors.
- (b) The Board will nominate the Chair of the Remuneration Committee from time to time and must be an independent Non-Executive Director.
- (c) The Remuneration Committee may seek such advice from any external parties or professional advice as it may consider necessary or desirable to fulfil its objectives.
- (d) The secretary of the Committee should be the Company Secretary or such other person as nominated by the Board.
- (e) A quorum for Committee Meetings is two members of the Remuneration Committee.

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5. Procedural requirements

- (a) Meetings shall be held at least six monthly or more frequently as required. Additional meetings may be convened as required.
- (b) Each member of the Remuneration Committee will have one vote.
- (c) The Chairman will not have a casting vote. If there is a tied vote, the motion will lapse.
- (d) The proceedings of all meetings will be recorded in minutes to be approved by the Committee. The minutes of the Committee shall be made available at the next full Board meeting of the Company after each Remuneration Committee meeting.

6. Authorities

- (a) The Board authorises the Committee, within the scope of its responsibilities, to seek any information it requires from any Company employee or contractor.
- (b) The Committee may obtain independent professional advice on relevant matters at the expense of the Company.

7. Revisions of this Charter

This charter of the Remuneration Committee must be approved by the Board of the Company.

The Committee is responsible for review of the effectiveness of this charter and the operations of the Remuneration Committee and to make recommendations to the Board of any amendments.