



Document Title	Rem, Nom & Gov Committee Charter
Version #	2
Date Ratified	28 August 2018

Contents

1. OVERVIEW	1
2. ROLE AND RESPONSIBILITIES	1
3. COMPOSITION	2
4. MEETINGS	3
5. CONFLICTS OF INTEREST.....	3
6. SECRETARIAT DUTIES.....	3
7. MINUTES	3
8. REPORTING TO THE BOARD.....	3

1. Overview

The Remuneration, Nomination and Governance Committee (the committee) oversees and monitors the company’s processes, policies and procedures including the company’s internal control activities

2. Role and Responsibilities

The role of the committee is to support and advise the board in fulfilling its responsibility to shareholders to ensure;

- that the board comprises individuals best able to discharge the responsibilities of directors having regard to the law and the highest standards of governance; and
- that the company has remuneration policies and practices which enable it to attract and retain directors and executives who will best contribute towards achieving positive outcomes for shareholders; and
- To assist the Board of Directors fulfil its duties, the Committee shall review and make recommendations to the Board in relation to ensuring the Company has appropriate ethical standards and corporate governance policies and practices.

Nomination:

- The committee assesses the skills required to discharge competently the board's duties having regard to the company's performance, financial position and strategic direction;
- As and when it considers it appropriate, and when a non-executive director retires, the committee assesses the skills represented on the board by the non-executive directors and determines whether those skills meet the skills identified as required;
- Having regard to the skills required and the skills already represented on the board, the committee will at the appropriate time implement a process to identify suitable candidates for appointment as a non-executive director;
- The process for identifying suitable candidates may include a search undertaken by an appropriately qualified independent third party acting on a brief prepared by the committee which identifies the skills sought; and
- The committee makes recommendations to the board on candidates it considers appropriate for appointment as non-executive directors.

Remuneration:

- The committee determines the remuneration and other conditions of service of the managing director, the chief executive officer and executive directors, if any;
- The committee approves the remuneration and conditions of service, including financial incentives, for the chief financial officer, company secretary, and other senior executives reporting to the managing director or chief executive officer;
- The committee approves the design of executive incentive plans (including equity based plans) and proposed payments or awards under such plans;
- The committee keeps under review the performance hurdles associated with the incentive plans;
- The committee makes recommendations to the board on the remuneration of non-executive directors within the aggregate approved by shareholders in general meeting from time to time; and
- At its discretion, the committee consults appropriately qualified consultants for advice on remuneration and other conditions of service.

Governance:

- To consider and make recommendations to the Board concerning:
 - a) Governance policies in light of best practice, regulatory developments and the needs of the company including policies for continuous disclosure and dealings in securities.
 - b) The corporate governance statement for inclusion in the Company's Annual Report in accordance with ASX Listing Rule 4.10.3.
 - c) The company's ethical standards including the Code of Conduct.

3. Composition

- The nomination and remuneration committee is a committee of the board established by the board in accordance with Principle 8 of the ASX Corporate Governance Principles and Recommendations;
- Members of the committee shall comprise at least three directors of the company at least two of which should be non-executive directors;
- The chairman and members of the committee are appointed by the board and may be appointed for specific terms;

- The chairman of the board may be the chairman of the committee; and
- The company secretary is secretary to the committee.

4. Meetings

- The committee meets as often as required but at least once a year;
- Any committee member may call a meeting of the committee; and
- A quorum is three members
- The committee may invite any executive director, executive, other staff member or independent third party to attend all or part of a meeting of the committee; and
- With the consent of the chairman of the company, the committee may consult independent experts and institute special investigations if it considers it necessary in order to fulfil its responsibilities

5. Conflicts of Interest

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from committee discussions on the issue where a conflict exists.

6. Secretariat Duties

The company secretary (or other appropriate designated person) will act as secretary to the audit committee.

The secretary will assist the chair to develop and distribute agendas, papers, minutes and calendar.

7. Minutes

Minutes must be prepared, approved by the chair and circulated to the members within two weeks of a meeting. The minutes must be ratified at the next meeting of the committee and signed by the chair of that next meeting.

8. Reporting to the Board

The chair of the committee is to report to the board following each committee meeting. The manner of reporting may be by distribution of a copy of the minutes supplemented by other necessary information, including recommendations requiring board action and/or approval. The chair is to organise the supply of information regarding the audit committee which is to be included in the company's annual report.