



## **HUMAN RESOURCES & REMUNERATION COMMITTEE CHARTER**

The Human Resources and Remuneration Committee shall give support to the Company's Human Resource Management function by providing advice on matters concerning human resources and from time to time reviewing the compensation and incentive structure for recommendations to be made to the Board.

### **1. Composition**

- 1.1 The Committee shall comprise of a minimum of three (3) and a maximum of seven (7) Directors, the majority of which shall be independent non-executive directors one of whom shall be appointed the Committee Chair by the Board of Directors.
- 1.2 The Committee's membership shall include the Audit Committee Chair and the Corporate Governance Committee Chair and may include the Board Chairman.
- 1.3 The Secretary shall be the Company Secretary or such other person as nominated by the Board.

### **2. Meetings**

- 2.1 The Committee shall meet at least once per year.
- 2.2 Three (3) Committee members shall be a quorum.
- 2.3 Meetings may be called by the Secretary on the request of the Committee Chair, the Board Chairman or any two (2) members of the Committee.

### **3. Duties & Responsibilities**

The Committee shall –

- 3.1 Create a compensation policy, including for directors' remuneration, and review from time to time the Company's compensation and incentive structure to ensure that the compensation and any bonuses or other incentives paid by the Company remains current and is a fair recognition of the time, commitment and responsibilities of the roles.
- 3.2 Formulate a process of succession for senior management.
- 3.3 Annually review the remuneration arrangements of the directors officers and senior managers of the Company and make recommendations to the Board.
- 3.4 Determine the nomination, selection and appointment procedure for directors, officers and senior managers.
- 3.5 Review directors' independence at least every two (2) years.
- 3.6 Assess the effectiveness of the composition of the Board and make recommendations for nomination and succession in consultation with the Board Chairman and Managing Director.



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### 4. Powers

The Committee is empowered by the Board of Directors to –

- 4.1 Review and approve changes to the organisation chart.
- 4.2 Approve and revise the company's compensation and incentive structure.
- 4.3 Review and approve compensation packages for senior management.
- 4.4 Delegate all or some of its duties and authority to subcommittees or individuals as it deems appropriate.

### 5. External Support

The Committee may engage Board approved consultancy services that will assist in the discharge of the Committee's responsibilities.

### 6. Reporting

The Committee shall maintain minutes and at the next regularly scheduled Board meeting the Committee Chair shall provide a report to the full Board of the deliberations, approvals granted and recommendations for consideration.

### 7. Charter Review

The Committee shall review this Charter bi-annually and any updates deemed necessary shall be recommended for Board approval.

Board Approval	Date	Next Review Target
1 <sup>st</sup>	December 15, 2021	December 15, 2023