

Corporate Governance Practices (continued)

2. Remuneration Committee Charter

The Remuneration Committee shall consist of at least three non-executive directors with relevant expertise and experience in the industries in which the Company operates. The Committee makes recommendations to the Board.

The main responsibilities of the Remuneration Committee are as follows:

- The Committee will determine remuneration policies and practices generally and make specific recommendations on remuneration packages and other terms of employment for executive directors, other senior executives and non-executive directors.
- Committee members may receive briefings from an external remuneration expert on recent developments on remuneration and related matters.
- Each senior executive will sign an employment contract at the time of his or her appointment covering a range of matters including duties, rights, responsibilities and any entitlements on termination. The standard contract will refer to a specific formal job description. This job description will be reviewed by the remuneration committee on an annual basis and, where necessary, revised in consultation with the relevant employee.
- Executive remuneration and other terms of employment will be reviewed annually by the Committee having regard to personal and corporate performance, contribution to long term growth, relevant comparative information and independent expert advice.
- As well as a base salary and compulsory superannuation, remuneration packages may include retirement and termination entitlements, performance-related bonuses and fringe benefits.
- Directors and executives are eligible to participate in the Employee Share Option Plan which provides for the issue of share options in the Company.
- The Remuneration Committee's terms of reference will include responsibility for reviewing any transactions between the organisation and the directors, or any interest associated with the directors, to ensure the structure and the terms of the transaction are in compliance with the *Corporations Act 2001* and are appropriately disclosed.