



Remuneration and Nominations Committee Charter

A2B Australia Limited
ACN 001 958 390

Adopted by the Board on 21 June 2018

1 Membership of the Committee

The Committee members and Chair are nominated and appointed by the Board of A2B Australia Limited (the **Company**).

The Committee must consist of:

- only Non-executive Directors;
- a minimum of three members;
- a majority of independent Directors; and
- an independent Director as Chair.

The Board may appoint additional Non-executive Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

2 Role and responsibilities

2.1 Overview

The Committee's key responsibilities and functions are to assist the Board with:

- (a) Director nominations and Board succession planning; and
- (b) The Company's remuneration framework.

2.2 Nomination of Directors

The responsibilities of the Committee in relation to nomination of Directors are as follows:

- (a) Review and make recommendations to the Board regarding the Board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership, and use the skills matrix to identify any potential gaps in the skills and experience of the Board.
- (b) Review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chairman and CEO, having regard to the Board skills matrix and the objective of ensuring that the Board is made up of Directors that have necessary skills and competency to properly manage the Company.
- (c) Review and recommend to the Board the criteria for nomination as a Director and the membership of the Board more generally, including:
 - making recommendations for the re-election of Directors in accordance with the policy outlined in Attachment 2, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
 - assisting the Board to identify qualified individuals for nomination to the Board, in accordance with the policy outlined in Attachment 2.
- (d) Assist the Board in relation to the performance evaluation of the Board, its Committees and individual Directors.

- (e) Ensure that processes are in place to support Director induction and ongoing education and regularly review the effectiveness of these processes.

2.3 Remuneration

The responsibilities of the Committee in relation to remuneration are as follows:

- (a) Review and recommend to the Board the remuneration arrangements for the Chairman and the Non-executive Directors of the Board, including fees, travel, other benefits and any Non-executive Director equity plan.
- (b) In consultation with the Chief Executive Officer (**CEO**), review and recommend to the Board the Company's policies and procedures related to remuneration, recruitment, retention, termination and performance assessment for employees of the Company.
- (c) Review and recommend to the Board arrangements for the CEO including contract terms, annual remuneration (including FAR, LTI and STI), participation in the Company's short and long term incentive plans and other benefits.
- (d) Review and recommend to the Board short term incentive performance targets and bonus payments for the CEO.
- (e) In consultation with the CEO, the Committee will review and recommend to the Board the short term incentive performance targets for the CEO's direct reports.
- (f) Evaluate the performance of the CEO annually in light of the Company's goals and objectives and any performance targets which have been set.
- (g) In consultation with the CEO, evaluate the performance of the CEO's direct reports annually in light of any performance targets which have been set.
- (h) In consultation with the CEO, review and recommend to the Board major changes and developments in relation to the Company's employee equity incentive plans.
- (i) In consultation with the CEO, recommend to the Board whether offers are to be made under any or all of the Company's employee equity incentive plans in respect of a financial year and the terms of any offers.
- (j) Oversee the operation of the Company's employee equity incentive plans in place from time to time.
- (k) Approve the appointment of remuneration consultants for the purposes of providing any remuneration recommendations under the *Corporations Act 2001* (Cth) (**Corporations Act**).
- (l) Oversee management's preparation of the Remuneration Report in accordance with the Corporations Act and review and recommend the Report to the Board for inclusion in the annual Directors' Report.
- (m) Review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.
- (n) In consultation with the CEO, review the Company's succession plan.

3 Review of Charter

The Committee will, at least annually, assess its activities and review its Charter and may make recommendations to the Board.

4 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, the Committee must hold at least one meeting per year.

Quorum

The quorum is at least two members.

Secretary

The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Independent advice

The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers, consultants or specialists as to any matter relating to the powers, duties or responsibilities of the Committee.

Attendance by non-Committee members

All non-executive Directors have a standing invitation to attend Committee meetings.

The Committee should meet separately at least once each year with the CEO.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chair, be distributed to members of the Committee and other members of the Board.

Minutes will be considered at the next Committee meeting. If approved, the Chairman of that meeting will be authorised to sign them.

All minutes of the Committee must be entered into a minute book maintained for that purpose and be available for inspection by any Director.

Reporting

The Committee Chair will, if requested, provide a brief oral report to the Board as to any material matters arising out of a Committee meeting. All Directors may, within the Board meeting, request information of members of the Committee.

1 Policy and procedure for the selection and appointment of new Directors

Policy

Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- The skills, experience, expertise and personal attributes that will best complement Board effectiveness and promote Board diversity having regard to:
 - the Board skills matrix;
 - the Board's measurable objectives for achieving diversity; and
 - the existing composition of the Board;
- The capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments);
- Potential conflicts of interest, and independence; and
- Size of the Board and circumstances of the Company.

Procedure

- (a) Detailed background information in relation to a potential candidate should be provided to all Directors.
- (b) The identification of potential Director candidates may be assisted by the use of external search organisations as appropriate.
- (c) Appropriate checks should be undertaken in relation to all potential candidates. This process may be assisted by the use of external organisation as appropriate.
- (d) An offer of a Board appointment must be made by the Chairman only after having consulted all Directors, with any recommendations from the Committee having been circulated to all Directors.
- (e) All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

2 Policy and procedure for the re-election of current Directors

Policy

Factors to be considered when reviewing a Director for re-election to the Board include without limitation:

- The Director's skills, experience, expertise, and personal attributes;
- The Director's independence;
- The result of the Director's performance review;
- The ongoing capability of the Director to devote the necessary time and commitment to the role;
- The term served by the Director;

- The Company's succession plans and the Board skills matrix; and
- Any other factor considered relevant to the Director's contribution to the Board.

Procedure

Each year, the Committee will consider each of the Directors who are seeking re-election in line with the factors above and will make a recommendation to the Board regarding whether to support the Director's re-election.