

**Verbrec Limited**  
ACN 127 897 689

**NOMINATION AND REMUNERATION COMMITTEE  
CHARTER**

**As approved by the Board of Directors on 22 February 2019**

**1. Preamble**

The Nomination and Remuneration Committee is a committee of the Board of Verbrec Limited.

**2. Composition**

The Nomination and Remuneration Committee shall:

- (a) have at least 3 members;
- (b) consist of a majority of independent directors; and
- (c) be chaired by an independent chair.

The Chief Executive and the head of Human Resources may be invited to attend Committee meetings.

Members of the Committee shall be appointed for an initial three-year term of office after which their appointment may be subject to annual rotation.

**3. Secretarial and Meetings**

The Company Secretary shall be appointed Secretary of the Committee. The Secretary, in conjunction with the Committee Chairperson, will prepare an agenda which together with the relevant papers will be circulated at least five days (including a weekend) before each scheduled meeting to the members of the Committee.

The Committee Chairperson will call a meeting of the Nomination and Remuneration Committee if so requested by any Committee member, director, or the Chief Executive.

A quorum will comprise at least two members of the committee which are non-executive directors of which at least one is independent.

Meetings shall be held at least twice a year.

**4. Responsibilities**

The Nomination and Remuneration Committee is responsible for:

- (a) reviewing remuneration policies and practices of the Company, including those of the Chief Executive and executive management, to ensure that they meet current market conditions; and
- (b) assisting the Board with the selection and appointment of appropriate directors of the Company.

The duties of the Nomination and Remuneration Committee are as follows:

**Remuneration**

- (a) to recommend to the Board, following review and determination on the basis of independent external advice, the remuneration of the Chief Executive;
- (b) to review and consider the Chief Executive's recommendations on the remuneration of executive management, and make recommendations to the Board;
- (c) to review performance-based targets set for each forthcoming year and the procedures for executive remuneration, performance appraisal, recruitment and termination;
- (d) to review and recommend the fees payable to non-executive directors in accordance with industry standards and external advice;
- (e) where necessary, to recommend that the Board seek an increase in the amount of remuneration for non-executive directors approved by shareholders;
- (f) to review and make recommendations to the Board on short and long term incentive based schemes for the Company's employees;
- (g) to ensure compliance with statutory remuneration reporting requirements;
- (h) to review the Company's superannuation plan and compliance with the relevant laws and regulations;

**Nomination**

- (i) to review and make recommendations in relation to Board composition, competencies and diversity, including:
  - (i) regularly reviewing and making recommendations to the Board regarding the size and composition (including the mix of skills, knowledge and experience) of the Board; and
  - (ii) periodically assessing the skills required to discharge the Board's duties, having regard to the Company's strategic direction;
- (j) to review and make recommendations in relation to Board appointments and re- elections, including:
  - (i) identifying suitable candidates to fill Board vacancies and nominating candidates for approval by the Board;
  - (ii) ensuring that all new directors receive a formal letter of appointment;
  - (iii) ensuring that an effective training and education programme for new directors is in place; and
  - (iv) making recommendations to the Board on the re-nomination of a retiring director;
- (k) to ensure there is a process to evaluate the performance of the Board, Board committees and individual directors, including:

- (i) periodical performance reviews of the Board, Board Committees and individual directors; and
  - (ii) reviewing the time commitment required by non-executive directors; and
- (l) to review, on a regular basis, succession plans for the Board and senior executives of the Company in an endeavour to maintain an appropriate mix of skills, experience and diversity, and advise the Board accordingly.

**5. Independent advice**

The Nomination and Remuneration Committee is authorised to take such independent professional advice as it considers necessary.

**6. Reporting to Board**

The Committee Chairperson shall report the findings and recommendations of the Committee to the Board after each Committee meeting. The minutes of all Committee meetings shall be circulated to members of the Board.

**7. Review**

The Committee will review this charter annually and make any appropriate amendments, having regard to current law and good practice, with the approval of the Board.