



## REMUNERATION COMMITTEE CHARTER

### Primary Responsibilities

The Board of Directors has established a Remuneration Committee to advise the Board on remuneration and related issues. This includes :

- \* Reviewing the level of fees for directors and the Chairman
- \* Reviewing the Managing Director's remuneration arrangements
- \* Evaluating the Managing Director's performance
- \* Reviewing the annual remuneration guidelines for other senior executives

### Composition

The Remuneration Committee is composed of three non-executive directors. (Currently Messrs GR Liebelt (Chair), J Paterson, and Mrs CM Walter).

### Frequency of Meetings

The Committee meets at least twice a year.

### Key Activities

The key activities of the Remuneration Committee cover the following matters :

1. Directors' Fees – Review of external information regarding the appropriate level of directors' fees and remuneration for the Chairman and Committee members with a view to advising the Board on the appropriate level of directors' fees in order to continue to retain and attract high calibre directors with the skills required for the Company.
2. Review of the Managing Director's remuneration arrangements – This includes establishing details of the base package remuneration arrangements and components of short term and long term incentives. The establishment each year of short term objectives for the Managing Director and establishment of appropriate hurdles for long term incentives and monitoring performance.

3. Evaluating the Managing Director's performance – The Committee undertakes a review of the Managing Director's performance against set objectives and brings to the Board an assessment of the Managing Directors performance and a recommendation for bonus and other components of remuneration based on their assessment.
  
4. Review of Remuneration Policies for other Senior Executives – The Remuneration Committee is also involved in approving remuneration policies for other senior executives of the Company, including the establishment of short term and long term incentives. The Committee is also involved in approving levels of bonus payments and share based incentives to the senior executives in recognition of their performance against agreed targets.