

# REMUNERATION & NOMINATION COMMITTEE CHARTER

The Committee reviews this charter annually in light of good practice in corporate governance and the duties and responsibilities of Board Committees.

*Last Review Date: 24 October 2018*

## **1. ROLE OF THE REMUNERATION COMMITTEE**

The role of CardieX's Remuneration Committee is to help the Board fulfil its corporate governance and oversight responsibilities relating to nominating and remunerating Directors and senior executives, ensuring that Directors and senior management are remunerated fairly and responsibly and overseeing the remuneration and human resources policies of the CardieX group.

## **2. ACCESS TO THE CHARTER**

All Board Directors and committee members, management, internal and external auditors have access to this Charter. It is also available via the Company's website.

## **3. AUTHORITY**

In executing its responsibilities, the Committee has unlimited access to senior management, and may:

- seek information it requires from employees;
- obtain outside legal or other professional advice; and
- require senior executives to attend Committee meetings as appropriate.

## **4. COMPOSITION**

The Committee will consist of at least three Directors appointed by the Board, a majority of whom must be Non-Executive Directors.

The Board will appoint the Chair of the Committee.

## **5. MEETINGS**

### **5.1. Quorum**

A quorum is 2 Committee members.

### **5.2. Administration**

Management will nominate a Secretary to the Committee who will assist the Chair in drawing up the agenda and keeping and circulating minutes. The minutes of meetings will be approved by the Committee and signed by the Chair.

## **6. DUTIES**

### **6.1. Nominations**

The Committee will review and recommend to the Board:

- the Board's size and composition;
- processes for assessing and enhancing Director competencies;
- whether the Board should support the re-election of Directors retiring by rotation; and
- new candidates for consideration.

When reviewing a potential candidate for Board appointment, the Committee will consider the following factors:

- whether the candidate has skills, experience, expertise and personal qualities that will enhance Board effectiveness;
- the candidate's capacity to devote the necessary time and commitment to the role, particularly in light of any other Board or executive appointments; and
- potential conflicts of interest and independence.

### **6.2. Compensation**

The Committee will provide advice and make recommendations to the Board in relation to:

- the remuneration and benefits of Directors, Chief Executive Officer (CEO) and members of the senior executive management team, consisting of those executives reporting to the CEO, including their share plans, options or other similar benefit or bonus plans;
- targets and budgets for CardieX's financial performance as they relate to incentive plans, and the performance-based (at risk) components of remuneration;
- remuneration policy and any changes to the remuneration policy and practices for all employees whose remuneration is not determined through Awards, or collective bargaining; and
- allocations and terms of offer under all equity-based incentive or remuneration plans.

## **7. REPORTING REQUIREMENTS**

The Committee will:

- ensure that minutes of each Committee meeting are included with papers for the next full board meeting;
- regularly update the Board about Committee activities and recommendations; and
- ensure the Board is aware of matters that may affect the selection and remuneration of Directors and senior executives.