

APPENDIX C: REMUNERATION COMMITTEE CHARTER

1 **Constitution**

The Remuneration Committee (Committee) shall be a committee of the Board established by the Board.

2 **Purpose**

The purpose of the Committee is to:

- regularly review, and recommend changes to Director's remuneration to ensure that it is at an appropriate level, and effectively managed, to best advance the business objectives of EBOS; and
- assist the Board in the establishment of remuneration policies and practices for, and in discharging the Board's responsibilities relative to remuneration-setting and review of the CEO, other senior executives, and directors (both non-executive and executive).

3 **Duties and Responsibilities**

The Committee does not take actions or make decisions on behalf of the Board unless specifically mandated. The Board has delegated certain functions to the Committee which is responsible for:

- (i) reviewing and recommending EBOS's remuneration policies and practices;
- (ii) reviewing, recommending and, if delegated by the Board, setting, in accordance with EBOS's remuneration policies and practices, all components of the remuneration of the CEO, executive and non executive directors. The components shall include base salary, reimbursable expenses, bonuses, entitlements under employee incentive plans, company share schemes and company option schemes, and all other entitlements and benefits arising from such directorships;
- (iii) setting and reviewing, as appropriate, the terms of employment contracts for the personnel referred to above;
- (iv) setting and reviewing the terms of EBOS's short and long term incentive plans including any share and option schemes for employees and/or directors;
- (v) setting and reviewing the terms of EBOS's superannuation and/or pension schemes;
- (vi) reviewing, remuneration of females at EBOS against the remuneration of males in comparable roles in order to eliminate inequity based on gender; and
- (vii) reviewing and, if necessary, making recommendations in relation to, Group culture and employee engagement.

The Committee shall:

- 3.1 At least annually, and in sufficient time to commission any study, survey and/or advice, review Directors fees and determine whether those fees are appropriate and make

recommendations to the Board to put forward any proposed increases to be considered by shareholders at the next Annual Meeting.

- 3.2 Consider and make recommendations to the Board on any payment proposed to be made to a retiring Director, subject to compliance with the Constitution. Provided however, that a member of the Committee should not participate in any discussions with respect to a payment to that member and that the Board shall nominate another Director as an alternative for such discussions.
- 3.3 Attend to any other matter put to the Committee for consideration by the Board and as appropriate, by the manager of EBOS.
- 3.4 The Committee may commission any study, survey and/or advice that it sees fit to assist in its consideration of any matter.

4 **Membership**

Members of the Committee shall comprise members of the Board appointed by the Board.

The number of members of the Committee shall be not less than three, a majority of whom shall be independent Directors.

The Board shall appoint a chairman from among the non-executive members of the Committee.

The appointment and removal of the Committee members shall be the responsibility of the Board.

EBOS shall identify the members of the Committee each year in its annual report.

The CEO attends each meeting by a standing invitation. From time to time the Chairperson of the Committee shall be entitled to request that the Committee meet without the CEO (for example, where the CEO's remuneration is being discussed). Employees should only attend Committee Meetings at the invitation of the Committee.

5 **Secretarial and Meetings**

The secretary of the Committee shall be appointed by the Board.

The Committee may have in attendance such members of management and such other persons including external advisers, as it considers necessary to provide appropriate information and advice.

All directors shall be entitled to attend meetings of the Committee provided that executive directors, including the CEO, shall not be entitled to attend meetings where they are conflicted for personal reasons.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and all other members of the Board.

Meetings shall be held at least once per year having regard to when director and executive remuneration is due for review in terms of EBOS's remuneration policies. Any member of the Committee including the CEO may request a meeting at any time if they consider it necessary.

Minutes of all meetings shall be kept.

6 Quorum

A quorum of members of the Committee shall be least two, one of whom must be a non-executive director.

7 Authorities

The Committee will make recommendations to the Board on all matters requiring its decision. The Committee does not have the power or authority to make a decision in the Board's Company Name or on its behalf unless otherwise delegated by the Board. The Board will consider the Committee's recommendations in formulating its recommendations regarding Director remuneration packages to shareholders.

In accordance with Article 3.4 the Committee is authorised by the Board, at EBOS's expense, to obtain such outside legal or other independent information and advice including market surveys and reports, and to consult with such management and executive search consultants and other outside advisers with relevant experience and expertise, as it thinks necessary for carrying out its responsibilities.

8 Reporting Procedures

After each Committee meeting the chairperson will report the Remuneration Committee's findings and recommendations to the Board.

The minutes of all Committee meetings will be circulated to members of the Board. Extracts from the minutes will be made available to such other persons as the Board directs, as may be necessary to enable them to properly carry out their functions.

The chairperson will present an annual report to the Board summarising the Committee's activities during the year and any related significant results and findings.

9 Review of the Committee

The Committee will undertake an annual self-review of its objectives and responsibilities. Such objectives and responsibilities will also be reviewed (as against the Remuneration Committee Charter) by the Board, the CEO and any other person the Board considers appropriate.