

## **NOMINATION AND REMUNERATION COMMITTEE CHARTER**

### **1 Purpose**

- a. The Nomination & Remuneration Committee (“the Committee”) is a committee of the Acumentis (“Acumentis”) Board (“the Board”). The Committee’s primary function is to advise the Board on Director nomination and evaluation, and on Director and employee remuneration.
- b. The Committee has no delegated authority and advises the Board

### **2 Membership and Term**

- a. The Committee shall consist of a minimum of 3 directors, the majority of whom are independent.
- b. Appointment to the Committee will be for 1 year or as determined by the Board.
- c. A quorum shall be two members, or any greater number determined by the Committee from time to time.
- d. The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the Board.

### **3 Chairman**

- a. The Chairman of the Committee will be the person appointed as Chairman of the Board. Should the Chairman be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to Chair that meeting.

### **4 Frequency of Meetings**

- a. The Chairman will call a meeting of the Committee if so, requested by any member of the Committee.
- b. As a minimum, the Committee shall meet once per half year.

### **5 Committee Members’ Interests**

- c. A member of the Committee is not entitled to be present when their own remuneration is discussed at a meeting, or when their performance is being evaluated.





## **6 Secretary**

- a. The Company Secretary of Acumentis shall act as Secretary of the Committee.

## **7 Voting**

- b. Matters arising for determination at Committee meetings shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- c. In the case of an equality of votes, the Chairman of the meeting, in addition to his deliberative vote, has a casting vote.

## **8 Access**

- a. The Committee shall have direct access to Acumentis Officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice it requires from outside the company in order to assist it in meeting its responsibilities.

## **9 Nomination Duties**

- a. The duties of the Committee in relation to nomination matters include:
  - recommending the appropriate size and composition (including skills, diversity and cultural “fit”) of the Board;
  - establishing a formal and transparent procedure for evaluating and selecting new directors for appointment to the Board;
  - facilitating the evaluation of Board performance and culture;
  - making recommendations to the Board on the appointment and removal of directors; and
  - reviewing Director succession plans.





## **10 Remuneration Duties**

The duties of the Committee in relation to remuneration matters include:

- recommending a Director remuneration framework;
- reviewing remuneration and incentive policies and packages of key executives;
- reviewing employee remuneration and incentive schemes;
- reviewing professional indemnity and liability insurance for directors and senior management;
- reviewing the Group's superannuation arrangements;
- reviewing succession plans for senior management;
- reviewing recruitment, retention and termination policies for senior management; and
- reviewing and endorsing the Remuneration Report to the Board for inclusion in the Annual Report.

The Committee shall ensure that the Board and senior management are provided with sufficient information to ensure informed decision making.

## **11 Reporting**

- a. Proceedings of all meetings are minuted and signed by the Chairman of the Committee. Minutes of all Committee meetings will be provided to the subsequent Board and Committee Meeting.

## **12 Review of Charter**

- a. The charter is to be reviewed by the Board to ensure it remains consistent with the Board's objectives and responsibilities.

**APPROVED BY THE BOARD JULY 2019**

