

REMUNERATION AND NOMINATION COMMITTEE CHARTER

1. CHARTER

This Charter governs the operations of the Remuneration and Nomination Committee (Committee). The Committee shall review and reassess this Charter at least annually and obtain the approval of the Board.

The ultimate responsibility for the Company's Remuneration and Nomination policy rests with the Board.

2. MEMBERSHIP

The Committee shall be members of and appointed by, the Board and shall comprise at least three members; chaired by an independent director with a majority of independent directors. Directors serving on this Committee should have diverse, complementary backgrounds, the majority of which are independent of management and the Company. The Committee is to be chaired by an independent director who shall have leadership experience.

Members of the Committee shall be considered independent so long as they do not have any relationship with the Company that may interfere with the exercise of independent judgement.

The only compensation shall be director's fees for services provided to the Remuneration Committee.

The Company Secretary will be the Secretary of the Committee.

3. MEETINGS

The Committee shall meet at least once each year, with additional meetings when circumstances require, as determined by the Committee Chairperson.

3.1 Convening and Notice of Meeting

Any member may (and the Secretary must act upon a request from any member) convene a meeting of the Committee. Notice is to be given to every member of the Committee with no minimum notice period required and no necessity for acknowledgement of notice before the meeting may be validly held.

3.2 Attendance

Members of the Committee are expected to be present at all meetings. As necessary, the Chairperson of the Committee may request that members of management, consultants or others, which it may deem appropriate, be present at Committee meetings.

3.3 Quorum

Two members of the Committee shall constitute a quorum. In the event where only two members are present, the unanimous vote of the two members shall constitute an act of the Committee.

Where the Committee comprises more than two committee members, the act of a majority of the members present will constitute an act of the Committee.

3.4 Minutes

Minutes of each meeting are to be prepared by or under the direction of the Company Secretary.

The Secretary shall maintain a permanent record of the minutes and shall distribute minutes to members of the Committee and directors who are not members of the Committee.

4. PURPOSE, FUNCTION AND RESPONSIBILITY

The main functions and responsibilities of the Committee include the following:

- Review the appropriateness of the size of the Board relative to its various responsibilities and where necessary make recommendations to the Board to change the composition of the Board;
- Review the appropriateness of the size of the Board Committees relative to their various responsibilities and where necessary make recommendations to the Board to change the composition of the Committees;
- Review the overall composition of the Board and Board Committees, taking into account factors such as:
 - Expertise of each board member
 - Business experience
 - integrity
 - skills
 - breadth of experience
 - knowledge about the Company's business or industry
 - willingness to devote time and effort to the Board.
- Review and recommend to the Board the criteria for Board membership, including assessment of the necessary and desirable competencies of the Board members.
- Review the potential candidates for the Board and report on the candidates and results to the Board for consideration. The Committee shall evaluate and conduct appropriate inquiries into the backgrounds and qualifications of possible nominees.
- Recommend to the Board, members of the Board to be designated as Chairperson of the Board's Committees.
- Make recommendations to the Board in relation to appropriate performance criteria, for both the individual directors and full board acting as a collective body. This may include such items as level of director attendance, preparedness, participation and candor.
- The Committee shall develop and review any relevant succession plans.
- Responsible for determining the compensation arrangements for the directors themselves, the Chief Executive Officer, the Executive Committee and employees. From this, recommendations are made to the Board.
- Responsible for determining the Executive Remuneration Policy.
- Responsible for reviewing and approving all equity

based plans.

- Evaluating the requirements under ASX Corporate Governance Principle 1 of encouraging enhanced performance and is therefore responsible for the performance evaluations required of the senior executives.

5. PROCEDURE FOR SELECTION AND APPOINTMENT OF DIRECTORS

5.1 Finding the Right Person

The procedure when selecting and appointing new directors varies depending upon the circumstances of the Company at the particular time. Generally, however, the procedure for the selection and appointment of a new director will be based on the Committee, if established, or the Board if not established, doing the following:

- (a) assessing the needs of the Board to ensure that there is a range of skills represented, including an understanding of:
 - 1) the industry in which the Company operates;
 - 2) the countries in which the Company operates; and
 - 3) accounting, finance and legal matters;
- (b) where a need is identified or arises, and as appropriate, engaging recruitment advisers to identify candidates with the skills and experience required by the Board;
- (c) ensuring all appropriate checks into the candidate's background and experience have been conducted;
- (d) ensuring that the candidate has provided details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the best interests of an individual shareholder or other party;
- (e) developing a short list of potential appointees taking into account, among other things, the particular skills and experience of each individual appointee and their ability to fit with the existing Board; and
- (f) recommending to the Board the most appropriate person from the short list of candidates to be invited to become a director of the Company.

5.2 Short listed candidates

Prior to appointment, short listed candidates:

- (a) are required to meet with members of the Board;
- (b) must disclose the nature and extent of their other appointments and activities;
- (c) must demonstrate that they understand what is expected of them and confirm that they are willing to make the necessary commitments, and will have available the time required, to discharge their responsibilities;
- (d) must provide checks as to their character, experience, education, criminal record and bankruptcy history.

Short listed candidates must also give undertakings in relation to their appointment to the Board, to their performance on the Board and to taking other appointments.

5.3 Policy for appointment of new Directors

The policy for appointing new Directors, as part of the broader selection and appointment procedure, looks to ensure that the potential appointee best matches the needs of the Board at the time when the appointment is to be made.

Factors considered by the Committee, if there is one, or the Board, if there is none, when recommending a person for appointment as a director include:

- (a) the time commitment required by a director to effectively discharge his or her duties to the Company;
- (b) the number of existing directorships and other commitments that may demand the attention of the appointee;
- (c) the nature of existing positions, directorships or other relationships and the impact that each may have on the appointee's ability to exercise an independent judgment;
- (d) the extent to which the appointee is likely to work constructively with the existing directors and contribute to the overall effectiveness of the Board;
- (e) the appointee's knowledge of the financial services industry or related industries;
- (f) other experience or skill that a particular appointee may have including relations with government, membership of industry or professional organisations and business contacts;
- (g) general suitability of the appointee and likely relationship with other Board members.

6. DELEGATED RESPONSIBILITY

The Committee may form and delegate authority to subcommittees when appropriate.

7. OTHER DUTIES

The Committee is responsible for organizing, reviewing and reporting on any special reviews or investigations deemed necessary for the Board.

8. REMUNERATION POLICY

The Committee shall review and reassess the Remuneration Policy at least annually and obtain the approval of the Board.

8.1 Overall Director Remuneration

Shareholder approval must be obtained in relation to the overall limit set for directors' fees. The directors must set individual board fees within the limit approved by shareholders.

Further, shareholders must approve the framework for any equity schemes and if a director is recommended for being able to participate in an equity scheme, this participation must be approved by the shareholders.

8.2 Executive Remuneration

(a) Main Principles

The reward policy reflects the Company's obligations to align executive directors' remuneration with shareholders' interests and to engage appropriately qualified executive talent for the benefit of the Company. The main principles of the Policy are:

- (1) Reward reflects the competitive global market in which the Company operates.
- (2) Individual reward should be linked to performance criteria.
- (3) Executives should be rewarded for both financial and non-financial performance.

(b) Elements of Remuneration - Executive

The Executive Directors' total remuneration consists of the following:

- (1) Salary – each Executive Director receives a fixed sum payable monthly in cash.
- (2) Bonus – each Executive Director is eligible to participate in a bonus scheme if deemed appropriate.
- (3) Long Term Incentives – each Executive Director may participate in share option schemes, if established, with the approval of shareholders. The Committee's policy is that at each exercise date of the options, a review of the performance of a director holding options must be undertaken to ensure that it is appropriate that the options can be exercised. A recommendation must be forwarded to the Board and the Board must ratify the exercising of any options.
- (4) Other benefits – Executive Directors are eligible to participate in superannuation schemes.

(c) Elements of Remuneration - Non-Executive

Shareholders approve the maximum aggregate remuneration for non-executive directors. The Committee recommends the actual payments to directors and the Board is responsible for ratifying any recommendation if appropriate. The maximum aggregate remuneration approved for non-executive directors is currently \$325,000.

Directors are entitled to have their indemnity insurance paid by the Company.

(d) Retirement Benefit – Directors and Employees

The total payment to a director or an employee on retirement or termination (retirement benefits, plus annual and long service leave entitlements) may not exceed the Corporations Act limits.