



# **Centrepont Alliance Limited**

(ABN 72 052 507 507) (the "Company")

## **Nomination, Remuneration & Governance Committee Charter**

Dated: 5 May 2011

# Contents

<b>1</b>	<b>Purpose and authority</b>	<b>1</b>
1.1	Purpose	1
1.2	Authority	1
<b>2</b>	<b>Role of the Committee</b>	<b>1</b>
2.1	Nomination	1
2.2	Remuneration	1
2.3	Governance	2
<b>3</b>	<b>Nomination responsibilities</b>	<b>2</b>
<b>4</b>	<b>Remuneration responsibilities</b>	<b>3</b>
4.1	General	3
4.2	Incentive schemes and equity based remuneration	3
4.3	Structure of remuneration	3
4.4	Reporting	4
<b>5</b>	<b>Governance responsibilities</b>	<b>4</b>
<b>6</b>	<b>Delegation</b>	<b>4</b>
<b>7</b>	<b>Membership</b>	<b>4</b>
7.1	Composition and size	4
7.2	Chairperson	4
7.3	Secretary	5
<b>8</b>	<b>Committee meetings and process</b>	<b>5</b>
8.1	Meetings	5
8.2	Frequency and calling of meetings	5
8.3	Quorum	5
8.4	Attendance by management and advisers	5
8.5	Conflicts	5
8.6	Agenda and documents	5
8.7	Minutes	5
8.8	Access to information and advisers	6
<b>9</b>	<b>Committee's performance evaluation</b>	<b>6</b>
<b>10</b>	<b>Review and publication of the charter</b>	<b>6</b>

## **1 Purpose and authority**

### **1.1 Purpose**

The purpose of this Nomination, Remuneration & Governance Committee Charter is to specify the authority delegated to the Nomination, Remuneration & Governance Committee (“**Committee**”) by the board of directors of the Company (“**Board**”) and to set out the role, responsibilities, membership and operation of the Committee.

### **1.2 Authority**

The Committee is a committee of the Board established in accordance with the Company’s constitution and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this charter and under any separate resolutions of the Board granted to it from time to time.

---

## **2 Role of the Committee**

### **2.1 Nomination**

The Committee assists and advises the Board on:

- (a) director selection and appointment practices;
- (b) director performance evaluation processes and criteria;
- (c) Board composition to ensure that it is conducive to making informed decisions with the benefit of a variety of perspectives and skills in the best interests of the Company as a whole; and
- (d) appointments, terminations and succession planning of the Board and of the managing director (“MD”), the company secretary, the chief financial officer and all other direct reports of the MD (hereinafter referred to as “senior executives”);

### **2.2 Remuneration**

The Committee assists and advises the Board on remuneration policies and practices for the Board, senior executives and other employees. The policies and practices are designed to:

- (a) enable the Company to attract, retain and motivate directors, executives and employees who will create value for shareholders;
- (b) be fair and appropriate having regard to the general pay environment and the performance of the Company and the relevant director, executive or employee; and

- (c) support and enhance the risk management framework; and
- (d) comply with relevant legal requirements.

### **2.3 Governance**

The Committee's primary governance objective is to ensure that the Company has appropriate corporate governance measures in place.

---

## **3 Nomination responsibilities**

The Committee is responsible for:

- (a) assessing the necessary and desirable competencies of Board members;
- (b) making recommendations regarding the size of the Board so that the size encourages efficient decision making;
- (c) developing and reviewing the process for the selection and removal of directors;
- (d) identifying and making recommendations to the Board for the appointment of new Board member candidates, having regard to their skills, experience and expertise;
- (e) developing and reviewing induction procedures for new appointees to the Board to enable them to effectively discharge their duties;
- (f) developing, implementing and reviewing continuing education measures to enhance director competencies, keep directors up to date and enhance directors' knowledge and skills;
- (g) overseeing the implementation of a process for the evaluation of the performance of both individual directors to be elected or re-elected in a given year, the performance of Board committees and the performance of the Board as a whole, using both measurable and qualitative indicators;
- (h) reviewing the time required from non-executive directors and whether non-executive directors are meeting these requirements;
- (i) reviewing board and senior executive succession plans and processes, including for the managing director ('MD') and other senior executive positions to maintain an appropriate balance of skills, experience and expertise; and
- (j) reviewing the performance of the chairperson and reporting the results of the evaluation to the Board; and

- (k) liaising with other Board committees as required.

---

## **4 Remuneration responsibilities**

### **4.1 General**

The Committee is responsible for developing, reviewing and making recommendations to the Board on:

- (a) the remuneration framework for the chairperson and the non-executive directors, including expense reimbursement;
- (b) the Company's policy on remuneration for the MD and senior executives, any changes to the policy and the implementation of the policy (including any shareholder approvals required);
- (c) the total remuneration packages for the MD and senior executives (including base pay, incentive payments, equity based awards, superannuation and other retirement rights, employment contracts), any changes to remuneration packages and recommending proposed awards after performance evaluation procedures;
- (d) the Company's recruitment, retention and termination policies for the MD and senior executives and any changes to those policies;
- (e) incentive schemes, if appropriate, for the MD and senior executives; and
- (f) equity based plans, if appropriate, for the MD, senior executives and other employees.

### **4.2 Incentive schemes and equity based remuneration**

For any incentive schemes or equity based plans which are adopted, the Committee is responsible for:

- (a) reviewing their terms (including any performance hurdles for equity based plans);
- (b) overseeing their administration;
- (c) considering whether shareholder approval is required for the schemes or plans and for any changes to them; and
- (d) ensuring that payments and awards of equity are made in accordance with their terms and any shareholder approval.

### **4.3 Structure of remuneration**

In fulfilling these responsibilities, the Committee will ensure that:

- (a) a clear distinction is maintained between the structure of non-executive directors' remuneration and that of executives; and
- (b) a proportion of executive directors' remuneration is structured in a manner designed to link rewards to corporate and individual performances.

#### **4.4 Reporting**

The Committee will liaise with all other committees as appropriate but in particular the Audit Committee in relation to the Company's remuneration-related reporting in the financial statements and remuneration report required by the Corporations Act.

---

### **5 Governance Responsibilities**

The Committee is responsible for developing, reviewing and making recommendations to the Board on:

- (a) Corporate Governance policies;
- (b) Corporate Governance regulatory or compliance issues;
- (c) The Company's obligations under ASX Listing Rule 4.10.3 and compliance with the best practice recommendations of the ASX Corporate Governance Council; and
- (d) Best practice developments in Corporate Governance.

---

### **6 Delegation**

The Committee may delegate any of its powers and responsibilities as the Committee thinks appropriate for the administration of director, senior executive and employee share, option or other plans, to any senior executive.

---

### **7 Membership**

#### **7.1 Composition and size**

The Committee will consist of at least three members, a majority of whom are independent, non-executive directors.

#### **7.2 Chairperson**

The chairperson of the Committee must be an independent non-executive director. The chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee

chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chairperson for the meeting.

### **7.3 Secretary**

The company secretary is the secretary of the Committee.

---

## **8 Committee meetings and process**

### **8.1 Meetings**

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

### **8.2 Frequency and calling of meetings**

The Committee will meet as frequently as required to perform its functions, but at least annually. The chairperson must call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor or the chairperson of the Board.

### **8.3 Quorum**

Two directors constitute a quorum for meetings of the Committee.

### **8.4 Attendance by management and advisers**

The Committee chairperson may invite the MD, chief financial officer, other senior executives, directors who are not members of the Committee and external advisers to attend meetings of the Committee.

### **8.5 Conflicts**

No member of the Committee will participate in the determination of their own remuneration.

### **8.6 Agenda and documents**

The secretary will distribute the agenda and any related documents to all Committee members and other attendees before each proposed meeting.

### **8.7 Minutes**

The secretary will keep minute books to record the proceedings and resolutions of Committee meetings.

The chairperson of the Committee, or delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will

be included in the papers for the next Board meeting after each Committee meeting.

#### **8.8 Access to information and advisers**

The Committee will have the appropriate resources to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management or engaging external remuneration consultants to provide information to the Committee.

---

### **9 Committee's performance evaluation**

The Committee will review its performance from time to time, or whenever there are major changes to the management structure of the Company.

The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this charter.

---

### **10 Review and publication of the charter**

The Committee will review its charter from time to time and report to the Board any changes it considers should be made. The charter may be amended by resolution of the Board.

This charter will be available on the Company's website and the key features will be published in the annual report.

**Approved by the Board on 5 May 2011.**