



Centrepoint Alliance Limited

ABN: 72 052 507 507

NOMINATIONS & REMUNERATION COMMITTEE CHARTER

1. General Scope and Authority

The Remuneration and Nominations Committee (the Committee) is a committee of the Board of Centrepoint Alliance Limited.

Proceedings and meetings of the Committee will be governed by the provisions of the constitution for regulating the meetings and proceedings of the Board in so far as they are applicable and not inconsistent with this charter.

2. Purpose

The purpose of the Committee is to assist the Board to discharge the Board's responsibilities relating to executive and director compensation by focusing the company on appropriate remuneration policies that are designed to meet the needs of the company and enhance corporate and individual performance.

Additionally the Committee shall be the Nominations Committee, and as such will provide the Board with an efficient mechanism for managing and reviewing the selection and appointment of directors and will regularly review and evaluate the performance of the Board.

3. Role

The role of the Committee is to set policy and strategy for the appointment, compensation and performance review of directors and executives, to approve senior executive service agreements and severance arrangements, to oversee the use of equity-based compensation and to ensure that appropriate communication and disclosure practices are in place.

4. Composition

The Committee shall consist of a majority of independent directors. Other members shall be appointed as these directors determine.

The members and the chairman of the Committee, who shall be a non-executive director, shall be proposed by the chairman of the board and approved by the board. Membership shall be reviewed from time to time or as required.

The Committee has the authority to invite any management personnel to attend the meetings and perform the duties of secretary to the Committee.

5. Authority

The Committee is authorised by the board to undertake any activity outlined in this charter. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee.

The Committee will obtain outside independent professional advice and secure the attendance of any person with relevant experience and expertise if it considers this necessary within the scope of its duties.

6. Meetings

The Committee shall meet as frequently as required but at least once a year.

7. Reporting Procedures

The chairman of the Committee will report on the Committee's decisions and any recommendations directly to the Board.

Copies of any the Committee minutes will be noted at the next board meeting.

The company secretary will act as custodian of the Committee's minute books and will ensure that they are maintained in a secure environment.

*Prepared: 16 June 2004
Revised: 20 April 2005
Revised: 26 September 2009*

Appendix I

Board Performance Evaluation Criteria

Guiding Principle

Performance evaluation of the Board of Directors is a primary function of the Remuneration and Nomination Committee and is governed by its charter.

Performance Evaluation

In order to evaluate the performance of the Board of Directors and its committees, and Directors individually, the Nominations and Remuneration Committee will regular assess performance against established criteria.

1) **The performance of the Board as a whole, and its committees is measured against the following criteria:**

The appropriateness of the Board's size, composition and skills.

Shareholder satisfaction with the Board's performance.

Management & employee's level of satisfaction with the Board's performance.

The extent to which the board has added value to the Company.

The quality of the Board's external and internal communication.

The extent to which the Board and has defined responsibilities.

The extent to which strategic planning has been implemented and overseen.

The level of compliance with legal and ethical standards.

The quality of the Company's internal systems, procedures and controls.

The quality of corporate governance.

The level of pro-activeness of the Board.

The effectiveness of the board's use of time.

The quality of risk management.

Performance in or ability to prevent crisis or unanticipated situations.

The degree of follow-up of implementation on current initiatives.

The degree to which the board operates as an effective team.

The degree to which the board engenders an environment of trust, honesty and respect.

2) **The performance of individual Directors is measured against the following criteria:**

Attendance record at Board meetings.

Level of preparation for Board meetings.

Quality and frequency of contributions in and out of Board meetings.

Level of interest and enthusiasm in Company activities.

Level of assistance and support provided to management.

Level of contribution and amount of time devoted outside of Board meetings.

Relevance of skills and experience to the Company and degree to which called upon.

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