



BOARD COMMITTEES

The primary object of committees is to assist the Board in fulfilling its responsibilities in relation to various matters relating to the governance of the Company. The key drivers for a committee structure include an acknowledgment that some areas require more concentrated effort and the efficient use of specialist skills and resources.

Committees should not lead to an abrogation of responsibilities by, or a failure to properly inform, the full Board.

It is accepted practice that most committees should be made up of non-executive directors, have a designated chairman, have a clear charter establishing objectives and responsibilities and a mechanism for reporting to and informing the Board of activities and key issues.

The following committees have been established:-

- **AUDIT AND COMPLIANCE COMMITTEE**

The primary object is in relation to accounting and reporting practices to assist the Board in fulfilling its responsibilities relating to accounting and compliance obligations of the Company and to advise the Board on matters of financial significance or compliance with legal and contractual obligations. Specifically to oversee and appraise the quality of audit and to review the conduct by the group's external auditors to maintain communications between the Board, external auditors and management and to review financial information prepared by management for external parties. In addition, it involves the review of accounting policies and practices, financial statements and monitoring the compliance with policies and controls.

- **REMUNERATION COMMITTEE**

The primary function is to consider and recommend compensation arrangements for the Chief Executive Officer and senior executives, remuneration policies and practices, retirement termination policies and practices, company share schemes and other incentive schemes, company superannuation arrangements and remuneration arrangements for members of the Board.

- **NOMINATIONS COMMITTEE**

The primary objective is to assist the Board in fulfilling the Board's responsibilities relating to the future tenure, size and composition of the Board including succession planning.

- **CHAIRMAN**

The chairman of each committee should be a non-executive and independent director. The committee of directors should comprise a majority of independent non-executive directors.

- **COMMITTEE CHARTER**

Each committee is to have a formal charter under which the objective and the composition are to be recorded.



• **INDEPENDENCE**

For the purposes of board committees an independent director is a non-executive (ie not a member of management) and:

1. is not a substantial shareholder of the Company or an Officer of, or otherwise associated directly with, a substantial shareholder of the Company
2. within the last three years has not been employed in an executive capacity by the Company or another group member, or been a director after ceasing to hold any such employment
3. within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided
4. is not a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer
5. has no material contractual relationship with the Company or another group member other than as a Director of the Company
6. has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company
7. is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

13 September 2004 (reviewed 17 November 2009)