



Zyber Holdings Ltd
ACN 131 090 947

CORPORATE GOVERNANCE POLICIES

REMUNERATION AND NOMINATION COMMITTEE CHARTER

Constitution

The Remuneration and Nomination Committee will be established by resolution of the Board.

Membership

The Remuneration Committee shall be appointed by the Board from among the non-executive Directors of the Company and shall consist of not less than three members with the majority being independent Directors.

Directors will be appointed to the Remuneration and Nomination Committee for a term of three years or such shorter time as they remain in the office of Director. Directors may not serve consecutive terms on the Remuneration and Nomination Committee.

Chairman

The Remuneration Committee shall appoint an independent Director as the Chairman of the Committee.

Secretary

The Company Secretary shall be the Secretary of the Remuneration and Nomination Committee.

Quorum

A quorum shall be two members.

Meeting Frequency

Remuneration Committee meetings will be held not less than once a year to enable the Committee to undertake its role effectively.

Reporting Procedures

The Secretaries shall circulate the minutes of the meetings of the Remuneration Committee to all members of the Committee for comment and change before being signed by the Chairman of the Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the remuneration committee meeting along with any recommendations of the Remuneration Committee.

Duties

The duties of the Remuneration and Nomination Committee are to:

Remuneration Duties

1. assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for directors and senior executives;
2. assess the market to ensure that senior executives are being rewarded commensurate with their responsibilities;
3. obtain the best possible advice in establishing salary levels;
4. set policies for senior executives' remuneration;
5. review the salary levels of senior executives and make recommendations to the Board on any proposed increases;
6. propose, for full Board approval, the terms and conditions of employment for the MD;
7. review the Company's recruitment, retention and termination policies and procedures for senior management;
8. review and make recommendations to the Board on the Company's incentive schemes; and
9. review and make recommendations to the Board on the Company's superannuation arrangements.

Nomination Duties

1. Developing and regularly reviewing a policy on Board structure.
2. Developing criteria for Board membership.
3. Identifying and screening specific candidates for nomination.
4. Ensuring there is an appropriate induction and orientation program in place.
5. Making recommendations to the Board for committee membership.
6. Ensuring there is an appropriate Board succession plan in place.
7. Ensuring the performance of the Board and its members is regularly reviewed.
8. Developing with Directors an appropriate training and development program.
9. Overseeing management's succession planning including the MD and his/her direct reports.
10. Assisting the Chairman in advising Directors about their performance and possible retirement.
11. Reviewing the policy in respect of tenure, remuneration and retirement of Directors.

Review of Remuneration and Nomination Committee Charter

This Policy will be formally reviewed by the Board each year.

This version dated 31 August 2016