

QUICKSTEP HOLDINGS LIMITED

**REMUNERATION, NOMINATION AND DIVERSITY
COMMITTEE CHARTER**

Sponsor:	Peter Cook	Approved:	23/09/2014
Title:	Chairman – Remuneration, Nomination & Diversity Committee	Review Date:	September 2014
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1. CONSTITUTION

The Remuneration Nomination and Diversity Committee has been established by resolution of the Board.

2. MEMBERSHIP

The Remuneration Nomination and Diversity Committee will normally comprise:

- a majority of Independent Directors
- at least 3 members

Directors will be appointed to the Remuneration, Nomination & Diversity Committee or such shorter time as they remain in the office of Director.

3. CHAIR

An independent director will Chair the Committee.

Should the Chair be absent from a meeting and no acting Chair has been appointed, the members of the Committee present at the meeting have the authority to choose one of their number to be Chair for that particular meeting.

4. SECRETARY

The Company Secretary will be the Secretary of the Remuneration Nomination and Diversity Committee.

5. ATTENDANCE BY NON-COMMITTEE MEMBERS

Directors who are not members of the Committee, the Chief Executive Officer, other members of senior management and external advisers may attend meetings of the Committee at the invitation of the Committee Chair.

Directors who are not members of the Committee must not be present at that part of any meetings and must not participate in any decisions in relation to their election, re-election or removal from the position of Director.

Directors who are not members of the Committee may not vote at meetings. Non-members of the Committee may be asked to withdraw from all or any part of any meeting.

6. QUORUM

A quorum shall be two members.

7. MEETING FREQUENCY

Remuneration Nomination and Diversity Committee meetings will be held not less than twice a year to enable the Committee to undertake its role effectively.

8. AUTHORITY

The Remuneration Nomination and Diversity Committee is authorised by the Board to investigate any activity within its charter. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of Committee if it considers this necessary.

The Committee is required to make recommendations to the Board on all matters within the Remuneration Nomination and Diversity Committee's charter.

9. REPORTING

The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chairperson 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 Committee meeting along with any recommendations of the Committee.

10. DUTIES

The Remuneration Nomination and Diversity Committee make recommendations for Board review.

The Remuneration Nomination and Diversity Committee is responsible for:

10.1 Nomination

- Developing and regularly reviewing the Board structure.
- Assessing the necessary and desirable competencies of board members.
- Developing criteria for Board membership.
- Identifying and screening specific candidates for nomination.
- Recommendations for the appointment and re-election of directors
- Ensuring there is an appropriate induction and orientation program in place.
- Making recommendations to the Board for Committee membership.
- Develop the processes for determining the performance of the Board, its members and committees and ensuring that they are regularly reviewed.
- Developing with Directors an appropriate training and development program.
- Review management and executives development plans including the Chief Executive Officer and his/her direct reports.
- With the Chair of the Board advise Directors about their performance.
- Develop and recommend the policies for tenure, remuneration and retirement of Directors.

10.2 Remuneration

- Recommend to the Board suitable policies on remuneration including incentives for senior executives and Directors.
- Undertake market assessments to ensure that senior executives are being rewarded commensurate with their responsibilities;
- obtain the best possible advice in establishing salary levels;
- review the salary levels of senior executives including the CEO and make recommendations to the Board on any proposed increases;
- recommend to the Board the terms and conditions of employment of the CEO;
- review the remuneration report as part of the corporate governance section for the Annual Report and for adoption at the Annual General Meeting; and
- recommend the remuneration of both executive and non-executive Directors and make recommendations to the Board on any proposed changes.

10.3 Diversity

- Develop and regularly review the policy concerning diversity
- Establish and monitor the Company's diversity strategy
- Establish and monitor measurable objectives for achieving diversity that are linked to the Company's circumstances and industry
- Assess and report to the Board at least annually on the objectives and progress.