

## REMUNERATION COMMITTEE CHARTER (Revised March 2009)

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### **OBJECTIVE**

1. The objective of the Committee is to review and recommend appropriate remuneration policies which are designed to meet the needs of the Company and to enhance corporate and individual performance.

### **ROLE & RESPONSIBILITIES**

2. The role of the Remuneration Committee is to:
  - 2.1 review and recommend to the Board remuneration policies and packages and terms of employment contracts in relation to certain Senior Executives and Directors;
  - 2.2 review and recommend proposals for share plans and incentive programs;
  - 2.3 review and recommend policy on retirement and termination payments for Directors; and
  - 2.4 review and recommend to the Board the remuneration policy for all employees as presented by the Chief Executive Officer/Managing Director.
3. In carrying out its role, the Remuneration Committee is to take account of regulations regarding appointments and remuneration, particularly the relevant provisions of Employment Law and the Corporations Act.

The responsibilities of the Remuneration Committee include a review of and recommendation to the Board on:

- 3.1 Chairman and Chief Executive Officer/Managing Director remuneration and incentive policies;
  - 3.2 incentive schemes; and
  - 3.3 remuneration framework for directors.
4. The specific functions of the Remuneration Committee are to:
    - 4.1 ensure that remuneration policies and systems that support the Company's wider objectives and strategies are in place and are being adhered to;
    - 4.2 co-ordinate annual reviews of the Company's remuneration policies and practices to ensure they are:

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- 4.2.1** relevant to the Company's wider objectives and strategies;
- 4.2.2** legal and defensible; and
- 4.2.3** in accordance with the human resource objectives of the Company;
- 4.3** review the performance of the Chief Executive Officer/Managing Director on an annual basis and ensure there is a process for determining key performance indicators for the ensuing period; and
- 4.4** review executive and non-executive directors and senior executive remuneration in accordance with approved board policies and processes.

### **REVIEW OF BOARD CHAIRMAN**

- 5.** The review of the Board Chairman's performance is the responsibility of the remaining members of the board and is undertaken at the appropriate times during each year.

### **REPORTING**

- 6.** The Chairman of the Committee is to report to the Board and, as appropriate, make recommendations to the Board after each committee meeting, concerning matters dealt with by the Committee.

### **MEMBERSHIP/ATTENDANCE**

- 7.** Given the size and nature of Tandou the Remuneration Committee shall be comprised of a Non-Executive Director (other than the Board Chairman) as Committee Chairman, and the remaining Non-Executive Independent Directors of the Board. The Chief Executive/Managing Director and other senior executives will be invited to attend meetings as required from time to time at the discretion of the committee.

A majority of members shall be independent Non-Executive Directors, with the composition reviewed on an annual basis.

Associates of the Company may also be invited to attend meetings as required.

### **MEETING PROCEDURES**

- 8.** The Committee shall meet as required and a quorum shall consist of two nominated members. Each nominated member shall have one vote and the Chairman shall not have

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a casting vote.

Minutes will be recorded by the Company Secretary, or by another member as instructed by the Chairman, and circulated to the Committee and/or Board as required.

All other administrative support will be provided by the Company Secretary as required.