

# NPT LIMITED

## REMUNERATION COMMITTEE CHARTER

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The Remuneration Committee oversees the Company's compliance with the Remuneration Charter. The Board has considered that size prevents them from establishing a separate Remuneration Committee and therefore the full Board and the Company's Chief Executive Officer will fulfill the obligations and be guided by the Remuneration Charter as set out below. This decision will be reviewed from time to time.

### **1. OBJECTIVES**

The objective of the Charter is to establish remuneration policies and practices relative to remuneration setting and review of the Company's CEO, other senior executives, and Directors (both non-executive and executive). The Committee makes recommendations in respect to salary and incentive programmes and more generally on issues, plans and policies relating to people management.

### **2. SECRETARIAL AND MEETINGS**

The secretary of the Remuneration Charter meetings shall be appointed by the Board. A quorum shall be two Board members, at least one of whom must be a non-executive Director.

The Charter meeting may have in attendance such members of management including such other persons including external advisers, as it considers necessary to provide appropriate information and advice.

All Directors shall be entitled to attend meetings provided that executive Directors including the CEO shall not be entitled to attend meetings where they are conflicted for personal reasons.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Board and, where necessary, applicable members of management.

Meetings shall be held not less than twice per year having regard to when Director and executive remuneration is due for review in terms of the Company's remuneration policies. Any member of the Board including the CEO may request a meeting at any time if they consider it necessary. Minutes of all meetings shall be kept.

### **3. RESPONSIBILITIES**

The Board is responsible for setting and reviewing the remuneration policies and practices of the Company, including:

- setting and reviewing, in accordance with the Company's remuneration policies and practices, all components of the remuneration of the CEO, executive Directors and such other senior executives as the Board may from time to time determine. The components shall include base salary, reimbursable expenses, bonuses, entitlements under employee incentive plans, Company share schemes and Company option schemes, and all other entitlements and benefits arising from their employment;
- setting and reviewing, as appropriate, the terms of employment contracts for the personnel just referred to;
- setting and reviewing the terms of the Company's short and long term incentive plans including any share and option schemes for employees and/or Directors;
- setting and reviewing the terms of the Company's superannuation and/or pension schemes;
- making recommendations to the Board on setting and reviewing all components of the remuneration of the non-executive Directors. Such components shall include base fees, supplemental fees for undertaking additional duties, reimbursable expenses, entitlements on retirement from or termination of Board membership, and all other benefits and entitlements arising from their Directorships; and
- considering such other matters relating to remuneration issues as may be applicable.

The remuneration of senior executives who report directly to the CEO is subject to prior recommendation from the CEO.

The Board, at the expense of the Company, may obtain such outside information and advice including market surveys and reports, and consult with such management and executive search consultants and other outside advisers with relevant experience and expertise, as it thinks necessary for carrying out its responsibilities.

### **4. ANNUAL REVIEW**

The Board will undertake an annual self-review of its objectives and responsibilities and the extent to which they have been achieved and/or discharged, inviting comments from all members of the Board. Such objectives and responsibilities and their attainment will also be reviewed by any other person the Board considers appropriate. It shall make any suggested changes in the duties and responsibilities in terms of this Charter.

## **5. REPORTING PROCEDURES**

After each Remuneration meeting the minutes of these meetings will be circulated to members of the Board. Extracts from the minutes will be made available to the head of human resources (if applicable), and to such other persons as the Board directs, as may be necessary to enable them to properly carry out their functions.

The Chairman will present an annual report to the Board summarising activities undertaken during the year in respect of the Remuneration Charter and any related significant results and findings.