

# INTEGRATED RESEARCH LIMITED

ABN: 76 003 588 449

## CORPORATE POLICY MANUAL

### NOMINATION AND REMUNERATION COMMITTEE CHARTER

Policy No: 2.3

Date: August 2015

---

#### **Role of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is a committee of the board of directors and is empowered by the board to assist it in fulfilling its responsibilities to shareholders and other stakeholders. In general, the committee is responsible for:

- The review of board performance, the selection of new directors to the board and implementing actions for the retirement and re-election of directors.
- Ensuring the company has appropriate remuneration policies that are designed to meet the needs of the company and to enhance corporate and individual performance.

#### **Responsibilities of the Nomination and Remuneration Committee**

The committee develops and makes recommendations to the board on:

- CEO and senior executive succession planning.
- The range of skills, experience and expertise on the board and the identification of the particular skills, experience and expertise that will best complement board effectiveness.
- A plan for identifying, reviewing, assessing and enhancing director competencies.
- Board succession plans to maintain a balance of skills, experience and expertise on the board.
- Evaluation of the board's performance.
- The appointment and removal of directors.
- The appropriate composition of committees.
- The performance and remuneration of the chief executive officer.
- Executive remuneration and incentive policies.
- The remuneration packages for senior executives.
- The company's recruitment, retention and termination policies and procedures for senior executives.
- Employee incentive plans, including equity incentive plans.
- Superannuation arrangements.
- The remuneration framework and policy for non-executive directors.

#### **Committee Process and Organization**

The Nomination and Remuneration Committee shall be comprised of at least three members (excluding the CEO as a voting member), a majority of whom are independent directors. The committee shall make recommendations to the board of directors for consideration and approval.

The members of the committee shall be appointed by the board and shall remain on the committee until a successor is appointed. The board will appoint a member of the

# INTEGRATED RESEARCH LIMITED

ABN: 76 003 588 449

## CORPORATE POLICY MANUAL

### NOMINATION AND REMUNERATION COMMITTEE CHARTER

Policy No: 2.3

Date: August 2015

committee to be chairman, provided that the chairman shall be an independent director.

All directors are entitled to attend any meeting of the committee.

The committee will meet often enough to undertake its role effectively, but at least twice a year. The quorum of the committee shall be two members.

Appropriate minutes of each meeting are to be kept by the secretary and should be included in the papers for the next full board meeting after each committee meeting.