

REMUNERATION COMMITTEE CHARTER

PURPOSE

The Board has established a Remuneration Committee (the **Committee**) to assist the Board in the establishment of remuneration policies and practices for, and in discharging the Board's responsibilities with respect to setting and reviewing, the remuneration of all Directors for consideration by shareholders and to recommend to the Board a remuneration policy for the CEO and other members of the senior management team. This Remuneration Committee Charter is intended to guide the Remuneration Committee members in fulfilling their responsibilities to the Board.

COMPOSITION

The Board will annually confirm the membership of the Committee. The Committee shall have a minimum of three members each appointed by the Board, of which the majority must be Independent Directors.

The Board shall appoint one of the members of the Committee to be the chairperson. The senior management team will only attend Committee meetings at the invitation of the Committee.

DUTIES, RESPONSIBILITIES AND SCOPE

The Committee is responsible for:

- Establishing and subsequently monitoring adherence to the CEO's employment contract;
- Periodically reviewing and negotiating any changes to the CEO's employment contract;
- Establishing and subsequently reviewing base and at risk remuneration for the CEO and his or her direct reports (the senior management team) and providing advice to the Board on the quantum to be paid or allocated;
- Reviewing the aggregate and individual levels and types of remuneration for the Directors, having regard to the role, time commitments, duties and functions of the Board and market expectations;
- Ensuring remuneration and incentive policies comply with all relevant listing and regulatory requirements;
- Establishing an annual performance agreement (incorporating key performance indicators (KPIs)) with the CEO;
- Conducting an annual review of the CEO's performance against his or her performance agreement and employment contract;
- Ensuring appropriate performance agreements have been established by the CEO for the members of the senior management team, incorporating KPIs that will enable the CEO to assess their performance and determine their eligibility for any risk remuneration;
- Reviewing the CEO's reviews of the senior management team;
- Reviewing Arvida's organisational structure, with a particular emphasis on the make-up of the senior management team;

- Reviewing succession planning and recruitment, retention and termination policies for the CEO and the senior management team;
- Addressing any other performance management or other employment related matters that may from time to time be raised with the Committee by the Board or the CEO;
- Establishing and reviewing expense reimbursement policies for Directors, the CEO and the senior management team; and
- Annually reviewing the effectiveness of the Diversity Policy and monitoring performance against it.

Responsibility for reviewing remuneration policies and levels for staff other than the CEO and the senior management team lies with the Board.

AUTHORITY

The Committee does not have substantive decision-making authority. The Committee's role is to undertake its responsibilities noted above and provide recommendations to the Board where substantive decisions shall be made. The Committee shall have direct communication with, and unrestricted access to, all senior management team members, external auditors, financial and legal advisors, employees, consultants and company records.

The Committee does have decision making authority in respect of procedural and administrative matters and on any other matter that may be delegated to it by the Board from time to time.

PROCEDURAL REQUIREMENTS

The Committee is required to meet at least three times a year in order to carry out its duties.

At least two members of the Committee must be present to constitute a quorum at any meeting. A response from all members is required for any item considered by circulation out-of-session.

The Committee will establish a forward meeting schedule that enables it to fulfil its objectives and takes account of Arvida's annual planning, reporting and performance monitoring cycle. In addition to its regular meetings the Committee may elect to consider items by circulation.

The Committee may invite members of the senior management team and persons as it may deem necessary to attend meetings to provide appropriate information and explanations.

The Committee may obtain external advice, subject to prior notification to the Chairperson of the Board, where necessary to fulfil its responsibilities and duties.

The agenda and Committee papers will be prepared and circulated to all Directors including members of the Committee prior to the meetings. Minutes of the meeting shall be circulated to the Board in a timely manner. The proceedings of the Committee will be governed by the provisions of the Constitution that govern meetings of Directors, in so far as they are applicable.

All Directors have a standing invitation to attend any meetings of the Committee.

The chairperson of the Committee will report back to the Board on any recommendations of the Committee at the Board meeting immediately following the Committee meeting.

REPORTING

The chairperson of the Committee is required to prepare a report to the Board on the Committee's proceedings following each meeting on matters relevant to the Committee's duties and responsibilities.

The Chairperson will present an annual report to the Board summarising the Committee's activities during the year and any related significant results and findings.

REVIEW OF THE REMUNERATION COMMITTEE

The Board shall undertake an annual review of the Remuneration Committee's objectives and activities in terms of its responsibilities as set out in this Charter.