

REMUNERATION AND NOMINATION COMMITTEE CHARTER

Enero Group Limited ABN 97 091 524 515

1 Introduction

This Charter sets out the role, responsibilities, powers and operation of the Remuneration and Nomination Committee of Enero Group Limited (**Company**). This Charter is to be applied in conjunction with the Company's Constitution.

2 Constitution

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

3 Composition of the Committee

3.1 Membership

The Remuneration and Nomination Committee will consist of not less than three members. Members will be appointed by the Board from amongst the non-executive Directors, a majority of whom will also be independent.

3.2 Chairman

The Remuneration and Nomination Committee will appoint an independent Director to be the Chairman of the Committee.

3.3 Secretary

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

3.4 Other Attendees

The CEO as well as other members of senior management may be invited to be present for all or part of the meetings of the Remuneration and Nomination Committee, but will not be members of the Committee. No member of senior management should be directly involved in deciding their own remuneration.

4 Meetings

4.1 Quorum

A quorum will be two members.

4.2 Frequency

Remuneration and Nomination Committee meetings will be convened as necessary so as to enable the Committee to undertake its role effectively. In addition, the Chairman is required to call a meeting of the Remuneration and Nomination Committee if requested to do so by any member of the committee or the CEO.

4.3 Resources

- The Committee may seek advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives.
- The Committee must obtain approval from the Chair before obtaining advice from external consultants.
- The Committee may request an executive officer to provide any information or carry out any task that may be necessary to enable the Committee to properly carry out its functions and meet its objectives.

5 Authority

The Remuneration and Nomination Committee is established in accordance with the Company's Constitution to review and make recommendations to the Board on specific matters including:

- Board composition and performance; and
- Remuneration policies and management succession

The Remuneration and Nomination Committee has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time.

6 Reporting Procedures

The Remuneration and Nomination Committee will keep minutes of its meetings. 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 Chairman of the Remuneration and Nomination Committee and circulated to the Committee with the Committee papers for the next Committee meeting.

Any findings from the Remuneration and Nomination Committee are to be tabled at the next Board meeting along with any recommendations of the Committee.

The Annual Financial Report must include details of the Committee's processes in searching for and selecting new Directors.

The Committee must approve:

- The details to be published in the Company's Annual Financial Report or any other statutory report or document with respect to activities and responsibilities of the Committee;
- The contents and any amendment to the Company's Diversity Policy; and
- Any statement on the Company's remuneration policy and executive compensation disclosure that may be required by law or other regulatory requirement (including any such statement to be included in the Company's Annual Financial Report).

The Company must include in its Annual Financial Report:

- The measurable objectives for achieving diversity set by the Committee;
- The proportion of women employees, senior management, senior executives and directors; and
- A statement as to the mix of skills and diversity for which the Board is looking to achieve in membership of the Board.

7 Responsibilities of the Remuneration and Nomination Committee

7.1 Board Composition and performance

- The Committee will review and make recommendations to the Board on each of the following:
 - the appropriate size, composition and diversity of the Board;
 - the appropriate criteria (necessary and desirable skills and experience) for appointment of directors;
 - recommendations for the appointment, re-election and removal of directors;
 - the terms and conditions of appointment to and retirement from the Board;
 - induction and continuing education programs for non-executive directors;
 - the evaluation of the Board's performance;
 - the time non-executive directors are expected to devote to Enero's affairs and whether directors are meeting that requirement;
 - review of Board succession plans; and
 - compliance with legal and disclosure requirements.
- The committee has prepared a board skills matrix to identify any 'gaps' in the skills and experience of the directors on the Board. In searching for and selecting new directors for the Board, the Committee adopts certain criteria to make recommendations to the Board, including the candidate's background, experience, professional skills, personal qualities, gender, capability of the candidate to devote the necessary time and commitment to the role, potential conflicts of interest and independence and whether their skills and experience will complement the existing Board.
- The Committee will take into consideration Enero's Diversity Policy in selecting new directors for the Board.

- The Committee has access to professional intermediaries, if required, to identify and assess the suitability of Board candidates.
- The names of candidates submitted for election as directors should be accompanied by the following information to enable shareholders to make an informed decision on their election:
 - biographical details, including competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
 - a statement by the Board as to whether it supports the nomination of the proposed candidate(s);
 - details of relationships between:
 - the candidate and any Group Company; and
 - the candidate and Directors of Enero;
 - directorships held;
 - particulars of other positions which involve significant time commitments;
 - the term of office currently served by any directors subject to re-election; and
 - any other particulars required by law.

7.2 Remuneration and management succession

Regarding remuneration and management succession in respect of the Company and its subsidiaries (each a Group Company), the Committee will review and make recommendations to the Board on each of the following:

- the remuneration packages of the CEO, senior management and executive Directors, which should reflect a balance between fixed and incentive pay, including short term and long term incentive strategies, performance targets and bonus payments;
- remuneration arrangements for the chair and the non-executive Directors of the Board within the aggregate amount approved by shareholders;
- remuneration by gender;
- in respect of the Group Companies' employee equity incentive plans in place from time to time:
 - the performance hurdles applicable to the senior management and executive Directors;
 - the proposed terms of, and making of, offers to eligible employees of each Group Company, including determining the eligibility criteria applying in respect of an offer, in respect of a financial year;
 - amendments to the terms of existing plans within the parameters of the plans;
 - the terms of any trust deed applying in relation to the plans and of any amendment to such trust deed;

- the administration and operation of the plans, including but not limited to determining disputes and resolving questions of fact or interpretation concerning the various plans; and
- remuneration incentive policies and guidelines for senior management and senior employees;
- the aspects of Enero's or a Group Company's remuneration policies and packages, including equity based incentives, which should be subject to shareholder approval;
- superannuation arrangements;
- guidelines for employee share acquisition plans;
- recruitment, retention and termination policies and procedures for senior management;
- effective induction programs;
- guidelines for management development;
- review of management succession and development plans; and
- to perform any other tasks referred to the Committee by the Board or the managing director.

In making its recommendations under this clause, the Committee's objectives are to ensure that:

- Enero attracts and retains high quality employees, senior management and directors who are able to achieve above average performance;
- there is a clear relationship between performance of key members of senior management and their remuneration;
- remuneration is fair and equitable and managed within an appropriate framework;
- no individual is directly involved in deciding his/her remuneration; and
- proper regard is paid to the interests of shareholders.

The Committee will review and recommend to the Board the Remuneration Report prepared in accordance with the Corporations Act 2001 (Cth) for inclusion in the annual Directors' report.

8 Review

The Board will, at least once in each year, review the membership and charter of the Committee to determine their adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership responsibilities, functions and otherwise.