

# REMUNERATION AND NOMINATION COMMITTEE CHARTER

PSC INSURANCE GROUP LIMITED ("Company")

## 1. Objectives

The Remuneration and Nomination Committee (**Committee**) has been established by the board of directors (**Board**) of the Company. The objectives of the Committee are to:

- review and advise the Board on the composition of the Board and its committees;
- review the performance of the Board, the Chair, the executive and non-executive directors and other individual members of the Board;
- ensure proper succession plans are in place for consideration by the Board;
- assist the Board with the establishment of remuneration policies and practices for the Company's Chief Executive Officer, senior managers and staff, as well as to ensure director compensation is fair and current;
- evaluate the competencies required of prospective directors (both non-executive and executive) identify those prospective directors and establish their degree of independence; and
- make recommendations to the Board accordingly.

## 2. Authority

The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibility. It is authorised to:

- retain outside counsel, accountants or other experts, at the expense of the Company, with the approval of the Board, to advise the Committee or assist in the conduct of any matter;
- seek any information it requires from employees (all of whom are directed to cooperate with the Committee's requests) or external parties; and
- meet with Company officers, employees, external auditor, internal auditor (if any) or outside counsel, as necessary and without management present.

The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

## 3. Membership

Members of the Committee shall comprise members of the Board appointed by the Board.

The number of members of the Committee shall be a minimum of two directors, one of which is to be an independent director. The Board will nominate the Chair of the Committee from time to time. The Committee Chair will be, where practicable, an independent director who is not Chair of the Board.

## 4. Committee Meetings

Meetings shall be held as required but not less than twice per year having regard to the occurrence of Board vacancies and when director and executive remuneration is due for review. Any member of the Committee may request a meeting at any time if they consider it necessary.

A quorum of the Committee will comprise two members, including the Committee Chair. However, all members of the Committee are expected to attend and participate in Committee meetings.

A member of the Committee must not be present for discussions at a Committee meeting on, or vote on a matter regarding, his or her remuneration, election, re-election, or removal.

If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting. A separate chair will be appointed if and when the Committee is dealing with the appointment of a successor to the Committee Chair.

Non-Committee members may be invited by the Committee Chair to attend meetings of the Committee.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.

Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.

Each member of the Committee will have one vote.

The Committee Chair will not have a casting vote. If there is a tied vote, the motion will lapse.

Following each meeting, the Committee Chair will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.

Minutes of meetings of the Committee will be prepared for approval by the Committee and be circulated to the members of the Board.

The Company Secretary will provide such assistance as may be required by the Chair in relation to preparation of the agenda, minutes or papers for the Committee.

## **5. Responsibilities**

The responsibilities of the Committee are:

### **Remuneration**

To include, however not be limited to:

- review the remuneration of non-executive directors and the remuneration of executive directors and other senior management of the Company. The Committee may take into account the performance review of senior managers when setting and/or reviewing their remuneration;
- review all components of the remuneration framework of the Chief Executive Officer and/or Managing Director and such other senior managers as the Board may from time to time determine;
- review all components of the remuneration of the non-executive directors.

- review the terms of employment contracts for the personnel referred to above;
- review the terms of any Company short or long-term incentive plans including any share and option schemes for employees and/or directors;
- review the terms of the Company's superannuation and/or pension schemes;
- review succession plans for the Board, Chief Executive Officer and/or Managing Director and other senior managers;

### **Nomination**

To include, however not be limited to:

- develop and review a formal transparent process for selection, appointment and re-appointment of directors;
- identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise, having regard to the desired composition of the Board as stated in the Board Charter;
- evaluate the competencies required of prospective directors (both non-executive and executive), identify those prospective directors and establish their degree of independence;
- regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and to make recommendations to the Board regarding any changes to ensure a diverse range of candidates are selected and any gaps in the skill or experience of the board are identified;
- inform the Board of the names of directors who are retiring in accordance with the provisions of the Company's Constitution and make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director.;
- undertake appropriate checks before appointing a person or putting forward to shareholders a new candidate for election, as a director;
- provide shareholders with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a director of the Company (including biographical details, qualifications, the candidate's independence and a statement from the Board as to whether it supports the candidate's existing directorships (if any));
- establish with each candidate for a non-executive directorship their commitments outside the Company and the time involved with each, and obtain from each a written statement confirming they are able to dedicate sufficient time to the position;
- require non-executive directors to inform both the Chair of the Company and the Chair of the Committee before accepting any new directorships;
- identify any specific responsibilities of individual Board members, including the Company's Chair;
- critically review the skills, performance, and effectiveness of the Board, its committees, and its individual members;

- provide to directors continuing education for the purpose of updating and maintaining their skills and knowledge;
- create and maintain a skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership; and

The Committee may make recommendations to the Board in relation to any of the above.

## **6. Reporting Procedures**

After each meeting, the Chair will report the Committee's recommendations and findings to the Board.

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

## **7. Revisions of this Charter**

The Committee is responsible for reviewing the effectiveness of this Charter and the operations of the Committee. The Committee may recommend to the Board any changes or improvements to this Charter. Any amendments to this Charter must be approved by the Board.