



Magontec Limited
Remuneration & Nominations Committee
(REM) Charter

Approved: 24 February 2016

The terms of reference for the Remuneration & Nominations (REM) Committee were approved by the Magontec Limited (MGL) Board on 24 February 2016.

ROLE

The Remuneration & Nominations Committee's (REM) overall role is to ensure that:

- 1) The Company's remuneration policies and practices are consistent with the Company's goals and objectives.
- 2) MGL has a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties.

The Committee is responsible for making recommendations to the Board on all aspects of appointment, remuneration and termination for the Chairman and Chief Executive Officer (or equivalent) and to review the appointment, remuneration or termination of key management personnel (defined as those senior executives reporting directly to the CEO) as requested by the Board, Chairman or Chief Executive Officer (or their equivalents). It also addresses relevant Company remuneration issues generally.

MEMBERSHIP

- The Committee shall be appointed from amongst the members of the Board, and shall consist of not less than three members.
- A quorum shall be two members.
- Ideally, there will be a majority of non-executive directors, although this will have to be balanced against available resources and the situation of the company.
- The Chairman of the Committee shall be appointed by the Board.
- The Company Secretary shall be the Secretary of the Committee.

AUTHORITY

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside independent professional advice, if it considers this necessary within the scope of its duties. The cost of such advice shall be borne by the Company.

DUTIES

The specific duties of the Committee shall include the following tasks as deemed necessary:

Company Directors (where requested, otherwise these matters will be considered by the full board)

- recommend required Board competencies and number and profiles of Board members;
- conduct searches for new Board members and recommend preferred candidates to the Board;
- assess from time to time the extent to which the required competencies are represented on the Board;
- assist the Chairman to evaluate the Board's performance annually;
- consider the remuneration for non-executive Directors;
- consider the appropriateness and quantum of any extra bonus payments.

Executives

- Consider and recommend the appointment, remuneration and termination of Executive Directors and other Key Management Personnel as requested by the Board or CEO;
- To review any bonus allocation under the Executive Share Incentive Plan or other employee bonus or incentive schemes;
- Review and make a recommendation on all remuneration related matters which are put to the Board for approval and address other relevant remuneration levels and practices; and
- Review development and succession plans for specific senior executives

ATTENDANCE AT MEETINGS

- The Committee may meet by telephone or other instantaneous means of communication.
- The Chairman of the Committee may extend invitations to other attendees as appropriate.
- The Executive responsible for Human Resources shall be invited to attend all meetings.

FREQUENCY

The Committee shall meet as necessary to carry out its duties. Regular meetings are scheduled when deemed necessary.

REPORTING PROCEDURES

The Secretary shall distribute the minutes of meetings of the Committee to all members of the Board.

The Chairman of the Committee will report on the Committee's deliberations and any recommendations directly to the Board of Magontec Limited.