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SUMMARY – CHARTER FOR NOMINATIONS AND REMUNERATION COMMITTEE

The Razor Board operates a Nominations and Remuneration Committee, which acts under a Charter. A summary of the Charter, and the activities of the Committee are as follows:

Nominations

The role of the Committee concerning nominations of new directors is to support and advise the Board in fulfilling its responsibilities to shareholders in ensuring that the Board is comprised of individuals who are best able to discharge the responsibilities of directors having regard to the law and the highest standards of governance by:

- Assessing the skills required on the Board.
- From time to time assessing the extent to which the required skills are represented on the Board.
- Establishing processes for the review of the performance of individual directors and the Board as a whole.
- Establishing processes for the identification of suitable candidates for appointment to the Board.

Membership of the Committee is limited to non executive directors.

The Board has also developed before and during the period an induction pack for new directors, which all current directors have received, and which currently includes:

- A consent to act with standing declarations of interests;
- A copy of the various charters and policies referred to in this Corporate Governance Statement;
- Background materials to the operations of the Company;
- Details of the role and responsibilities of a director of a public listed company;
- An agreement with the director to comply with the various charters and policies as appropriate, and a confidentiality agreement;
- An agreement concerning disclosure of trading in share by directors.

The role of shareholders in director appointments is recognised in that:

- At each AGM, one third of the director longest in office must retire, and may offer themselves for re-election by shareholders;

- There are no agreements between directors and the Company that fetter or remove the ultimate rights of shareholders, and shareholders alone, to remove directors from office.

Remuneration

Concerning remuneration, the role and functions of the Committee are as follows:

- **Executive Remuneration Policy:**
 - Review and approve the Company's policy for determining executive remuneration including, but not limited to, superannuation rights and compensation payments, and any amendments to that policy proposed from time to time by management
 - Review the on-going appropriateness and relevance of the executive remuneration policy and any other executive benefit programs
 - Consider whether to seek shareholder approval of the executive remuneration policy
 - Oversee the implementation of this remuneration policy within the Company
- **Executive Directors and Senior Management**
 - Consider and make recommendations to the Board on the entire specific remuneration for each Executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
 - Consider whether to seek shareholder approval of the executive remuneration policy
 - Review and approve the proposed remuneration (including base pay, incentive payments, equity awards, retirement rights, service contracts) for the direct reports to the Managing Director.
- **Executive Incentive Plans**
 - Review and approve the design of all executive incentive plans
 - Review and approve the total proposed payments from each executive incentive plan
- **Equity Based Plans**
 - Review and approve the design of all equity based plans
 - Determine each year whether awards will be made under any or all equity based plans
 - Review and approve the total proposed awards under each plan
 - Review and recommend to the Board proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee
- **Non-Executive Director Remuneration**
 - Request external advisors to provide the necessary information from which the Board may determine the remuneration of non-executive Directors.
- **Other**
 - Perform other duties and activities that it or the Board considers appropriate in the context of these terms of reference. These may include, but are not limited to
 - The Board's retirement plans
 - Reviewing the operations of other executive benefit programmes.
 - Termination payments to Executive Directors or direct reports to the Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.