



# NOMINATION & REMUNERATION COMMITTEE CHARTER

## 1 Purpose & Function

1.1 The Nomination & Remuneration Committee ('the Committee') is a committee of the Jumbo Interactive Limited ('the Company') Board of Directors ('the Board').

1.2 The Committee's primary functions are to:

- (a) set Director competence standards;
- (b) review Board succession plans;
- (c) evaluate the Board's performance;
- (d) make recommendations for the appointment and removal of Directors to the Board;
- (e) make recommendations to the Board on:
  - (i) executive remuneration and incentive policies;
  - (ii) the remuneration packages of senior management;
  - (iii) the Company's recruitment, retention and termination policies for senior management;
  - (iv) incentive schemes;
  - (v) superannuation arrangements; and
  - (vi) the remuneration framework for Directors.

## 2 Membership & Term

2.1 The Committee shall consist of 3 non-executive Directors, majority independent.

2.2 Appointment to the Committee will be for 1 year or as determined by the Board.

2.3 A quorum shall be 2 members or any greater number determined by the Committee from time to time.

2.4 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a Director of the Board.

## 3 Chair

3.1 The Chair of the Committee will be the person appointed as Chairman of the Board.

3.2 Should the Chair be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to chair that particular meeting

## 4 Frequency of Meetings

4.1 The Chair will call a meeting of the Committee if so requested by any member of the Committee.

4.2 As a minimum the Committee shall meet twice per year.

## **5 Committee Members' Interests**

5.1 A member of the Committee is not entitled to be present when their own remuneration, fee or salary is discussed at a meeting or when their performance is being evaluated.

## **6 Secretary**

6.1 The Company Secretary shall act as secretary of the Committee.

## **7 Voting**

7.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

7.2 In the case of an equality of votes, the Chair of the meeting, in addition to their deliberative vote, has a casting vote.

## **8 Access**

8.1 The Committee shall have direct access to the Company's officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice it requires from outside the Company in order to assist it in meeting its responsibilities.

## **9 Nomination Duties**

9.1 The duties of the Committee in relation to nomination matters include:

- determining the appropriate size and composition of the Board;
- setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- developing criteria for selection of candidates for the Board in the context of the Board's existing composition and structure;
- making recommendations to the Board on the appointment and removal of Directors;
- developing a plan for identifying, assessing, and enhancing Director competencies;
- developing a succession plan for the Board and regularly reviewing the plan;
- reviewing the time required from a non-executive Director and whether Directors of the Board are meeting this requirement;
- evaluating the performance of the Board and key executives; and
- ensuring that there is an appropriate induction programme in place for new Directors and members of senior management and reviewing its effectiveness.

## **10 Remuneration Duties**

10.1 The duties of the Committee in relation to remuneration matters include:

- determining remuneration policies and remuneration of Directors;
- determining remuneration and incentive policies packages of key executives;
- determining the Company's recruitment, retention, and termination policies and procedures for senior management;
- determining and reviewing incentive schemes;
- determining and reviewing superannuation arrangements;
- professional indemnity and liability insurance for Directors and senior management; and
- reviewing succession plans for senior management.

10.2 The Committee shall ensure that the Board and senior management are provided with sufficient information to facilitate informed decision making.

## **11 Reporting**

- 11.1 Proceedings of all meetings are to be minuted and signed by Chair of the Committee or the Chairman of the Board.
- 11.2 Minutes of all Committee meetings will be provided to the subsequent Board and Committee meetings.

## **12 Review of Charter**

- 12.1 The Nomination & Remuneration Committee Charter is to be reviewed by the Board from time-to-time to ensure it remains consistent with Board's objectives and responsibilities.

## **13 Publication of Charter**

- 13.1 The Nomination & Remuneration Committee Charter is displayed on the Company's web-site [www.jumbointeractive.com](http://www.jumbointeractive.com) and a copy is available on request from the Company Secretary.
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