

Nomination and Remuneration Committee Charter

dorsaVi Ltd

ABN 129 742 409

Nomination and Remuneration Committee Charter

1. Introduction

- 1.1 The Nomination and Remuneration Committee is a committee of the board of directors of dorsaVi Ltd (**Company**) and its controlled entities (**Group**).
- 1.2 The board established the Nomination and Remuneration Committee under the Company's Constitution.
- 1.3 This charter sets out the scope of the Nomination and Remuneration Committee's responsibilities.

2. Objective

The objective of the Nomination and Remuneration Committee is to help the board achieve its objective to ensure the Group:

- (a) has a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- (b) has coherent remuneration policies and practices to attract and retain executives and directors who will create value for shareholders;
- (c) observes those remuneration policies and practices; and
- (d) fairly and responsibly rewards executives having regard to the performance of the Group, the performance of the executives and the general external pay environment.

3. Nominations - responsibilities

The responsibilities of the Nomination and Remuneration Committee are:

- (a) identifying and recommending to the board, nominees for membership of the board including the chief executive officer;
- (b) identifying and assessing the necessary and desirable competencies and characteristics for board membership and assessing the extent to which those competencies and characteristics are represented on the board;
- (c) establishing processes for identifying suitable candidates for appointment to the board to ensure an appropriate mix of expertise, experience and succession;
- (d) ensuring succession plans for board and executives are in place;
- (e) to monitor gender diversity of staff and directors;
- (f) recommending to board the removal of directors; and
- (g) any other responsibilities as determined by the Nomination and Remuneration Committee or the board from time to time.

4. Performance of directors - responsibilities

- 4.1 The responsibilities of the Nomination and Remuneration Committee are:
- (a) annually reviewing the performance of the chief executive officer;
 - (b) establishing processes for evaluating the performance of the board, both collectively and individually;
 - (c) evaluating the performance of the board, both collectively and individually; and
 - (d) any other responsibilities as determined by the Nomination and Remuneration Committee or the board from time to time.
- 4.2 A member of the Nomination and Remuneration Committee must not participate in any review or assessment of their own performance.

5. Remuneration policies and practices

- 5.1 Executive remuneration and incentive policies and practices must be performance based and aligned with the Group's vision, values and overall business objectives.
- 5.2 Executive remuneration and incentive policies and practices must be designed to:
- (a) motivate the directors and management to pursue the Group's long term growth and success; and
 - (b) demonstrate a clear relationship between the Group's overall performance and the performance of executives.

6. Remuneration - responsibilities

- 6.1 The responsibilities of the Nomination and Remuneration Committee are:

Executive remuneration and incentive policies

- (a) reviewing and recommending to board executive remuneration and incentive policies and practices;

Executive directors and senior executives

- (b) considering and recommending to board each executive director's total remuneration having regard to executive remuneration and incentive policies;

Executive incentive plans

- (c) reviewing and recommending to board the design and total proposed payments from any executive incentive plan;
- (d) reviewing and recommending to board and keeping under review the performance hurdles for any equity based plan;

Non-executive directors

- (e) reviewing the remuneration and related policies of non-executive directors for serving on the board and any committee (both individually and in total); and

Other responsibilities

- (f) any other responsibilities as determined by the Nomination and Remuneration Committee or the board from time to time.

7. Nomination and Remuneration Committee composition

- 7.1 The Nomination and Remuneration Committee should ideally comprise:
- (a) at least 2 directors;
 - (b) all non-executive directors; and
 - (c) a majority of independent directors.
- 7.2 The Nomination and Remuneration Committee will appoint its chairperson. The chairperson of the Nomination and Remuneration Committee must be an independent director.
- 7.3 The board decides appointments, rotations and resignations within the Nomination and Remuneration Committee having regard to the ASX Listing Rules, the *Corporations Act 2001* (Cth) and the Company's Constitution.
- 7.4 A Nomination and Remuneration Committee member may act by their alternate.

8. Nomination and Remuneration Committee meetings

- 8.1 The Nomination and Remuneration Committee will meet as often as it considers necessary.
- 8.2 The quorum for a Nomination and Remuneration Committee meeting is 2 Nomination and Remuneration Committee members.
- 8.3 The Nomination and Remuneration Committee may invite anyone it considers appropriate to attend Nomination and Remuneration Committee meetings.
- 8.4 The Nomination and Remuneration Committee must keep minutes of its meetings and shall report these regularly to the board.

9. Access to information and independent advice

- 9.1 The Nomination and Remuneration Committee may seek any information it considers necessary to fulfil its responsibilities.
- 9.2 The Nomination and Remuneration Committee has access to management to seek explanations and information from management, at the Company's cost.
- 9.3 The Nomination and Remuneration Committee may seek professional advice from appropriate external advisers, at the Group's cost.

10. Review and changes to this charter

The Nomination and Remuneration Committee will review this charter annually or as often as it considers necessary.

11. Approved and adopted

This charter was approved and adopted by the Board on 30 October 2013.