

ROSS HUMAN DIRECTIONS LIMITED REMUNERATION COMMITTEE CHARTER

Overview

The Remuneration Committee advises the board on remuneration policies and practices generally and makes specific recommendations on remuneration packages and other terms of employment for the Managing Director, other senior executives and non-executive directors.

Each member of the of the senior executive team signs a formal employment contract at the time of their appointment covering a range of matters including their duties, rights, responsibilities and any entitlements on termination. The standard contract refers to a specific formal job description. This job description is reviewed by the Remuneration Committee on an annual basis and, where necessary is revised in consultation with the relevant employee.

Executive remuneration and other terms of employment are reviewed annually by the Committee having regard to personal and corporate performance, contribution to long term growth, relevant comparative information and independent expert advice. As well as base salary, remuneration packages include superannuation, retirement and termination entitlements, performance-related bonuses and fringe benefits. Executives are also eligible to participate in the Ross Human Directions Limited Employee Share Option Plan.

The Remuneration Committee's terms of reference include responsibility for reviewing any transactions between the organisation and the directors, or any interest associated with the directors, to ensure the structure and the terms of the transaction are in compliance with the Corporations Act 2001 and are appropriately disclosed.

The Committee also assumes responsibility for management succession planning, including the implementation of appropriate executive development programs and ensuring adequate arrangements are in place, so that appropriate candidates are recruited for later promotion to senior positions.

Composition, Structure and Membership

The Ross Human Directions Limited Remuneration Committee has been established by the board of directors. Members of the Remuneration Committee are appointed by the board.

The Committee shall consist of:

- At least three members
- Non-executive directors of RHD (the majority of whom are independent)
- The Chairman of the committee must be independent and may also be the Chairman of the Board of Directors.

The board shall appoint the Committee and its Chairman on an annual basis.

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Access to Independent Advice

The Committee may obtain advice from professionals on accounting, legal or other relevant matters as necessary to perform its duties.

Meetings

The Committee should meet at least once per year.

The quorum of the Committee shall be two.

Representatives of management may be included to attend all or part of any meeting

No employee, including the MD, should attend any meeting where his or her performance or remuneration is a topic of discussion.

Responsibilities of the Committee

The responsibilities of the Committee include:

- (a) review and recommend to the board the Company's approach to remuneration and oversee the development and implementation of remuneration programs
- (b) review and recommend to the board the corporate goals and objectives relevant to the compensation of the MD. The Committee should evaluate the performance of the MD against these goals and objectives and make recommendations to the board
- (c) review and recommend to the board the remuneration of the Managing Director (MD) and the remuneration of the non-executive directors
- (d) review and recommend to the board for approval remuneration programs of the direct reports to the MD
- (e) approve the remuneration of the direct reports of the MD, based on the recommendations of the MD
- (f) review and recommend to the Board the establishment and implementation of employee share incentive schemes
- (g) review and recommend to the board the amount and nature of the compensation of the non-executive directors
- (h) recommend to the board the issuance of new options under the Employee Share Option Plan

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- (i) review any transactions between the organisation and the directors, or any interest associated with the directors, to ensure the structure and terms of the transaction are in compliance with the Corporations Act 2001 and are appropriately disclosed.
- (j) assume responsibility for management succession planning, including the implementation of appropriate executive development programmes and ensuring adequate arrangements are in place, so that appropriate candidates are recruited for later promotion to senior positions.
- (k) review for approval by the board any statement on director and executive remuneration to be included in the annual report.
- (l) review and recommend to the board the Company's approach to remuneration and oversee the development and implementation of remuneration programs

Committee Performance

The Committee shall evaluate its performance at least once per annum to ensure that it is performing effectively in accordance with this Charter. The Committee should seek independent feedback on its performance from the Board.

The Charter should be reviewed from time to time as required and updated as appropriate for changes in statutory regulations and/or best practice on corporate governance.