

Nomination and Remuneration Committee Charter

**Consolidated Operations Group Limited (ACN 100 854 788) (the “Company”)
and its controlled entities (together, the “Group”)**

1. THIS CHARTER

The Nomination and Remuneration Committee ('Committee') is a committee of the Board.

This Charter sets out the role and responsibilities, composition and structure of the Committee.

The Board has delegated certain responsibilities to the Committee which will require formal reporting back to the Board. The ultimate responsibility for nomination policy matters rests with the Board.

2. ROLE AND RESPONSIBILITIES

The Committee has the delegated responsibility from the Board to conduct detailed examinations of certain matters which may require the Board's approval.

2.1 Nomination

The Committee is responsible for reviewing the following nomination matters:

- a. The process for the nomination and selection of directors to the Board. Procedures for the nomination and appointment of directors to the Board are governed by the Constitution, Listing Rules and the Corporations Act;
- b. Succession plans for directors;
- c. Induction programs for directors;
- d. Assessing the performance standards for directors and set a transparent process to review whether they are meeting those standards; and
- e. Establishing and evaluating the necessary and desirable competencies of the Board.

2.2 Remuneration

The Committee is responsible for reviewing the following remuneration matters:

- a. remuneration and incentive framework for the Managing Director;
- b. remuneration and incentive framework for all staff; and
- c. remuneration of Group non-executive directors.

The Committee will review the following matters and in doing so, shall consider whether any significant matters should be brought to the attention of the Board.

- a. staff induction programs,
- b. superannuation arrangements;
- c. senior management and key staff succession plans;
- d. recruitment, retention and termination strategies;
- e. staff resourcing trends and metrics; and
- f. other relevant matters identified from time to time, or requested by the Board

3. COMPOSITION AND STRUCTURE

The Committee members are appointed, removed and/or replaced by the Board.

The Committee will consist of at least three directors, a majority of which are independent non-executive directors.

The Chairman will be an independent director.

A quorum shall be at least two directors or any greater number determined by the Board.

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.

Board members or senior management that are not members of the Committee may be invited to attend the Committee.

4. FREQUENCY OF MEETINGS

The Committee shall meet at least two times per annum and more frequently as required.

4.1 Access

The Committee Chairman shall have the authority to seek whatever independent, professional or other advice it requires in order for the Committee to carry out its responsibilities.

4.2 Reporting

The Committee reports to the Board and Committee meeting minutes will be provided to the Board for noting.

The Committee will ensure that the Board is provided with sufficient information to ensure informed decision making.

5. REVIEW

The Committee will review its Charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.

Amendments to the Charter are to be approved by the Board.

Policy history

Last review: 27 August 2015
Review frequency: As required