

RESONANCE HEALTH LIMITED

Nomination and Remuneration Committee Charter

1.0 MEMBERSHIP

- 1.1 The Board has resolved to establish a committee to be known as the Nomination and Remuneration Committee.
- 1.2 Members of the Committee shall comprise at least two non-executive Directors of the company.
- 1.3 The Chairman and members of the Committee are appointed by the Board and may be appointed for specific terms.
- 1.4 The Chairman of the Board may be the Chairman of the Committee.
- 1.5 The Company Secretary is Secretary to the Committee.
- 1.6 The current members of the Committee are;

Dr Stewart Washer – Chairman
Dr Martin Blake
Ms Liza Dunne
Mr Simon Panton

Secretary – Ms Eva O'Malley

2.0 OBJECTIVE

The objective of the Committee is to support and advise the Board in fulfilling its responsibility to shareholders to ensure:

- 2.1 that the Board comprises individuals best able to discharge the responsibilities of Directors having regard to the law and the highest standards of governance; and
- 2.2 that the Company has remuneration policies and practices which enable it to attract and retain Directors and Executives who will best contribute towards achieving positive outcomes for shareholders.

3.0 RESPONSIBILITIES

3.1 Nomination

- 3.1.1 The Committee assesses the skills required to discharge competently the Board's duties having regard to the Company's performance, financial position and strategic direction.
- 3.1.2 As and when it considers it appropriate, and when a non-executive Director retires, the Committee assesses the skills represented on the Board by the non-executive Directors and determines whether those skills meet the skills identified as required.
- 3.1.3 Having regard to the skills required and the skills already represented on the Board, the Committee will at opportunity implement a process to identify suitable candidates for appointment as a non-executive Director.
- 3.1.4 The process for identifying suitable candidates may include a search undertaken by an appropriately qualified independent third party acting on a brief prepared by the committee which identifies the skills sought.
- 3.1.5 The Committee makes recommendations to the Board on candidates it considers appropriate for appointment as non-executive Directors.

3.2 Remuneration

- 3.2.1 The Committee determines the remuneration and other conditions of service of the General Manager and executive Directors, if any.
- 3.2.2 The committee approves the remuneration and conditions of service, including financial incentives, for the Financial Controller, Company Secretary, and other senior executives reporting to the General Manager.
- 3.2.3 The Committee approves the design of executive incentive plans (including equity based plans) and proposed payments or awards under such plans
- 3.2.4 The Committee keeps under review the performance hurdles associated with the incentive plans.
- 3.2.5 The Committee makes recommendations to the Board on the remuneration of non-executive Directors within the aggregate approved by shareholders in general meeting from time to time.

- **Remuneration Cont'd**

3.2.6 At its discretion, the Committee consults appropriately qualified consultants for advice on remuneration and other conditions of service.

3.3 Termination

3.3.1 The Committee will review and approve any termination payments to Executive Directors. Termination payments to other departing senior executives should be reported to the Committee at its next meeting.

4.0 ACCESS

4.1 The Committee may invite any Executive Director, executive, other staff member or independent third party to attend all or part of a meeting of the committee.

4.2 With the consent of the Chairman of the Company, the Committee may consult independent experts and institute special investigations if it considers it necessary in order to fulfil its responsibilities

5.0 MEETINGS

5.1 The Committee meets as often as required but at least once a year.

5.2 Any Committee member may call a meeting of the committee.

5.3 A quorum is two members.

6.0 SECRETARY AND MEETINGS

6.1 The Company Secretary shall be appointed Secretary of the Committee. The Secretary, in conjunction with the Chairman, shall draw up an agenda, which will be circulated at least one week prior to each meeting to the members of the Committee. The Chairman will call a meeting of the Committee if so requested by any Committee member or the General Manager.

6.2 The General Manager would normally be expected to attend and speak at such meetings on subjects other than the remuneration of the General Manager.

6.3 The Secretary will prepare minutes of the meeting of the Committee for the approval of the Chairman at its next meeting. Minutes of the Committee meeting are to be circulated to all Directors and reported at the Directors' meeting following the Committee meeting.

6.4 Confidential matters may be recorded in a confidential minute book and not be circulated to Directors but reported to Directors at a Directors' meeting.

7.0 REPORTING

The Chairman of the Committee is to report to the Board and, as appropriate, make recommendations to the Board after each Committee meeting, concerning matters dealt with by the Committee.

8.0 AUTHORITY

The Committee discharges its responsibilities by making recommendations to the Board. The Committee does not have any executive powers to commit the Board or Management to their implementation. The Committee is not responsible for supervising the performance of executives and does not become involved in day-to-day operations, management functions or decision making.

The Committee shall have the ability to direct any special investigation and to consult independent experts where necessary to carry out its duties.

9.0 CHARTER REVIEW

The Charter, composition and annual agenda for the Committee will be reviewed at least annually. Any changes to this Charter will require approval of the Board. The Board will review the effectiveness of the Committee as appropriate.