

Remuneration and Nomination Committee Charter – Villa World Limited

1 Introduction

This Charter sets out the role, responsibility, composition and operation of the Remuneration and Nomination Committee in relation to Villa World Limited and its related bodies corporate (“Company”).

Meetings and proceedings of the Committee will be governed by the provisions of the Constitution of Villa World Limited relating to meetings and proceedings of the Villa World Limited Board (“Board”), provided they are applicable and not inconsistent with this Charter.

2 Role

The role of the Committee is to assist the Board in the effective discharge of its responsibilities to ensure that the Company:

- a) has a Board that comprises individuals who are best able to discharge the responsibilities of Directors, having regard to the law and the highest standards of governance;
- b) has a human resources strategy aligned to the overall business strategy;
- c) has remuneration policies and practices that are observed and that enable it to attract and retain executives and Directors who will create value for shareholders;
- d) fairly and responsibly rewards executives and Directors having regard to their own performance, the performance of the Company and the external remuneration environment;
- e) has in place succession planning processes for the Managing Director/Chief Executive Officer and other key staff.

3 Responsibilities

The responsibilities of the Committee are to review and make recommendations to the Board in relation to:

- assessing the necessary and desirable competencies of the Board members, including preparation of a skills matrix for Board members;

- induction and continuing professional development programs for Directors;
- the development and implementation of a process for evaluating the performance of the Board, its Committees and Directors;
- an annual evaluation of the performance of the CEO/Managing Director;
- the process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- the appointment and re-election of Directors;
- ensuring there are plans in place to manage the succession of the Managing Director/CEO and other senior executives;
- the entity’s remuneration framework for Directors, including the process by which any pool of Directors’ fees approved by security holders is allocated to Directors;
- the remuneration packages to be awarded to senior executives;
- equity-based remuneration plans for senior executives and other employees, including policies as to whether participants are allowed to enter into transactions which limit the economic risk of participating in the plan;
- superannuation arrangements for Directors, senior executives and other employees;
- whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees. Establishing measurable objectives for diversity and monitoring and assessing achievement against those objectives;

POLICY:	Remuneration & Nomination Committee Charter	
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- (in conjunction with management and the external auditors) whether the Remuneration Report of the Company is in accordance with all relevant legislation and reporting requirements. This recommendation shall also be provided to the Audit and Risk Committee;
- the development and management of the Company’s organisational culture through leadership and communication of vision, mission and values.

4 Membership

The Committee shall:

- a) Have at least three members, a majority of whom are independent Directors; and
- b) be chaired by an independent Director.

The Committee shall be entitled to invite others to attend its meetings, as considered appropriate from time to time, including the Managing Director/CEO, any other director and any member of the senior management team whose role specifically relates to Committee’s responsibilities.

The Board shall elect both the Chair and the members of the Committee and review such membership at times considered appropriate.

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

A member of the Committee may, with the approval of the Chair and at the Company’s expense, attend seminars or training courses in respect to issues related to the functions and responsibility of the Committee.

If the membership of the Committee includes an executive Director at any time, that person shall be excluded from any review or decision relating to their own remuneration. That person and the Committee shall also consider any potential conflict of interest in deciding the remuneration of any other executives that may indirectly affect the remuneration of the relevant executive Director.

5 The Committee’s Powers

The Committee has the ability to obtain independent professional advice to assist it with its functions, with the cost to be paid for by the Company.

The Committee has the right to obtain information from, and conduct interviews with, any member of senior management as considered necessary or appropriate.

6 Remuneration Framework

Executive Remuneration

The Committee shall review and make recommendations to the Board in relation to:

- a) Remuneration of all senior executives (including the Managing Director/CEO) incorporating a review of industry trends;
- b) Qualitative and quantitative performance objectives for senior executives and the annual assessment of the achievement of those objectives;
- c) Equity based remuneration or compensation plans (including any arrangements required to be approved by shareholders).

Non-executive director remuneration

The Committee shall review and make recommendations to the Board in relation to remuneration for non-executive Director fees.

The Committee may engage independent remuneration consultants if deemed appropriate.

7 Executive Performance Review

The Managing Director/CEO shall prepare a report, to be provided at least annually to the Committee, evaluating the performance of key executives against the qualitative and quantitative performance objectives for the executive, together with any other matters relevant to the executive’s overall performance, which shall include: overall economic performance, risk management, governance and compliance, personnel management, resource management and personal conduct.

The Committee shall consider this report in making recommendations to the Board in relation to remuneration and other employment arrangements and overall succession planning.

8 Chair

If the Chair is absent from a meeting and no acting Chair has been appointed by the Board, the members of the Committee present at the meeting have authority to choose one of their number to be Chair for that particular meeting.

The Chair is responsible for the report of findings, decisions and recommendations of the Committee to the Board after each Committee meeting.

9 Secretarial and meetings

The Committee shall meet as frequently as required to perform its functions. At the end of each reporting period, the Company shall disclose the number of meetings and the individual attendances of members during that period.

The quorum of the meetings of the Committee is two members of the Committee. The Company Secretary of the Company shall be the secretary of the Committee.

The Chair of the Committee shall determine, in consultation with the Committee members, the agenda for each meeting. The Committee shall keep minutes of the proceedings and resolutions of its meetings. The minutes of the Committee meeting shall be made available to any Director of the Company and shall be presented at the next Board meeting, providing no conflict of interest arises.

Resolutions of the Committee may be made by a majority vote at a meeting of the Committee, or where it is impractical to convene a meeting, by circular resolutions signed by at least 75% of Committee members.

10 Review of the Charter

The Committee will review the Charter annually to ensure it remains consistent with the Committee's authority, objectives and responsibilities.