

REMUNERATION AND NOMINATION COMMITTEE CHARTER

This charter sets out the objectives, authority, operational mechanics and responsibilities of the Remuneration and Nomination Committee which is a committee of the Board of Service Stream Limited.

1. Preliminary

1.1 Purpose of the Committee

- a) The purpose of the Committee is to assist the Board with its governance responsibilities with respect to remuneration and nomination matters involving the Company, including appointment, performance review and succession of the Managing Director, and Non-Executive Directors; and remuneration strategies for those directors, and executives reporting to the Managing Director.

1.2 Authority

The Board has delegated power to the Committee to:

- a) Develop strategies to drive performance, including the annual evaluation of the performance of the Managing Director, by giving guidance to the Board
- b) Develop strategies to identify the necessary and desirable competencies of directors, and to evaluate the extent to which those competencies are reflected in the diversity and mix of skills, expertise and experience offered by the Board
- c) Assist with the management of the Company's remuneration policy by overseeing the remuneration philosophy and policy, its specific application to the Managing Director and executives reporting to the Managing Director, and its general application to all executives throughout the company
- d) Oversee the remuneration of Non-Executive Directors
- e) Carry out succession planning, including the development of appropriate succession plans for the Board, Managing Director (e.g. by recommending to the board suitable candidates for appointment as Managing Director and overseeing policy in relation to succession planning for the Managing Director's direct reports and other business critical executives)
- f) Carry out succession planning, including the development of appropriate succession plans for the Board, Managing Director (e.g. by recommending to the board suitable candidates for appointment as Managing Director and overseeing policy in relation to succession planning for the Managing Director's direct reports and other business critical executives)
- g) Develop people strategies, including strategies for advancing diversity in the workplace, in particular diversity reporting and compliance and improving employee engagement
- h) Recommend appropriate Board performance review methodologies
- i) Make recommendations to the Board in respect of any remuneration related disclosures in the annual report, or otherwise, as required by ASX Listing Rules, Corporation Act 2001 (Cth) or other relevant laws

The Committee is accountable to the Board for the performance of its duties.

1.3 Membership

- a) The Committee will consist of at least three Non-Executive Directors as determined by the Board, a majority of whom will be independent.
- b) The Committee will be chaired by an independent director.
- c) Any person may be invited to attend part or all of a meeting of the Committee, as and when the Committee considers appropriate, and any director is entitled to attend Committee meetings.

1.4 Meetings

- a) The Committee will meet as frequently as required but not less than three times a year.
- b) Minutes of proceedings and resolutions of the Committee will be kept by the secretary. Minutes will be distributed to all Committee members and provided to the Board at its next meeting.
- c) A quorum will comprise any two Committee members. In the absence of the Committee Chairman, the members shall elect one of their number as Chairman for that meeting.

2. Responsibilities

2.1 Role of Committee

The Committee is an advisory Committee and its role is to assist the Board in exercising its authority in relation to the matters set out in this charter. In doing so, the Committee assists the Board to represent and serve the interests of shareholders.

2.2 Remuneration philosophy and policy

- a) The Committee will determine and recommend to the board the philosophy and policy for the remuneration of the Managing Director, the Managing Director's direct reports and other senior executives. The Committee will also provide advice to the Board in relation to remuneration policy for the Chairman and Non-Executive Directors.
- b) The Committee will from time to time review the ongoing appropriateness and relevance of the Company's remuneration policy. In determining the policy, the Committee will take into account all factors which it deems necessary. The objectives of the policy will be to:
 - i. Link rewards to achieving the corporate objectives of the Company, without breaches of the Code of Conduct or regulatory requirements;
 - ii. Provide competitive rewards to attract, motivate and retain appropriately skilled executives;
 - iii. Apply "stretch" key performance indicators (KPIs), including financial and non-financial measures of performance; and
 - iv. Ensure remuneration arrangements are fair and equitable and facilitate the deployment of people.
- c) The Committee will:
 - i. Recommend to the Board the remuneration for the Managing Director's direct reports on appointment, and following appointment, having regard to the remuneration policy and advice from the Managing Director

- ii. As soon as practicable after the end of each financial year, recommend to the board incentive payments for the Managing Director's direct reports based on their performance against the KPIs applicable to them for that financial year
- iii. Review and make recommendations to the Board in relation to executive short and long term incentive plans. In making those recommendations the Committee will have regard to the remuneration policy and to the total cost of the incentive plans
- d) The Committee will also review any severance or termination payments for the Managing Director, the Managing Director's direct reports and other senior executives to ensure they are consistent with the rules of any incentive plans and termination policy, and that any payments made are fair and reasonable to the individual and the company.

2.3 Remuneration of Non-Executive Directors

- a) The Committee will consider and make recommendations to the Board on the remuneration for the Chairman and other Non-Executive Directors each year.
- b) The Committee will also recommend to the Board the policy for authorising claims for expenses from the Chairman and other Non-Executive Directors.

2.4 Remuneration of the Managing Director

The committee will:

- a) Recommend to the Board the remuneration for the Managing Director on appointment, and following appointment, having regard to the remuneration policy
- b) Recommend to the Board for its approval, appropriate KPIs to apply to the Managing Director from the beginning of each financial year
- c) As soon as practicable after the end of each financial year, recommend to the Board for its approval, any incentive payments for the Managing Director against the KPIs set at the beginning of the year
- d) Review and make recommendations to the Board in relation to short and long term incentive plans for the Managing Director. In making those recommendations, the Committee will have regard to the remuneration policy, contractual arrangements and to the total cost of the incentive plans
- e) Recommend to the Board the policy for authorising claims for expenses from the Managing Director.

2.5 Succession planning

- a) The Committee will determine and recommend to the Board the philosophy and policy for succession planning for the Board and the Managing Director, the Managing Director's direct reports and business critical executives.
- b) The Committee will review the succession plans for the Board, the Managing Director and the Managing Director's direct reports and evaluate and implement risk mitigation strategies for all business critical roles.

2.6 People strategies

- a) The Committee will determine and recommend to the Board the philosophy in relation to strategies for advancing diversity in the workplace, e.g. the percentage of women in the workforce at all levels.

- b) The Committee will review employee engagement data and recommend for Board approval strategies based on analysis of that data.

2.7 Committee members' rights

- a) The Committee will have unrestricted access to personnel, records and senior management, as appropriate.
- b) The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, the cost of such advisers to be borne by the Company.
- c) Each member of the Committee, with the consent of the Chairman and the assistance of the secretary, may seek independent professional advice at the expense of the Company on any matter connected with the discharge of his or her responsibilities. The consent of the Chairman will not be unreasonably withheld.

3. Performance evaluation of Committee and individual members

3.1 Evaluation of the Committee's performance

- a) The Committee will review its performance annually in regards to the principles and requirements of this charter.
- b) After completion of the annual review, the Committee's charter will be reviewed, and any required recommendations made to the Board, to reflect any changes to Committee's responsibilities, activities and practice.
- c) The Committee is also responsible for assisting the Board to review the effectiveness and performance of the Chairman, the Managing Director, the Board and its Committees, and to develop and implement any policies and programs to enhance their performance.

APPROVED BY THE BOARD

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