



## **Bounty Mining Limited: Remuneration Committee Charter**

### **CONSTITUTION**

The Remuneration Committee is established by resolution of the Board. This document sets out the objectives, responsibilities and administration of the Committee.

### **OBJECTIVES**

The objectives of the Remuneration Committee are to assist the Board to discharge its corporate governance responsibilities to exercise due care and diligence and skill in:

- setting key performance areas for the CEO and the regular review of CEO performance
- setting remuneration and benefits for executive and staff
- setting Board remuneration and benefits;
- drafting, recommending board adoption and monitoring compliance with Bounty's HR and associated policies;
- compliance with laws and regulations in relation to employment.

### **AUTHORITY**

The Remuneration Committee is authorised by the Board to investigate any matter within its charter.

The Committee has authority to seek any information it requires from employees and external parties, to obtain outside legal or other professional advice with the prior approval of the company Chairman and to require the attendance of company officers at meetings as appropriate.

The Committee is required to make recommendations to the Board on all matters associated with its charter. The Committee is not a decision-making body.

### **MEMBERSHIP**

Membership of the Remuneration Committee is:

- At least two (2) Non-executive Directors
- Majority of members are independent

### **COMMITTEE CHAIR**

The Board shall nominate the Chairman of the Committee.

### **SECRETARY**

The Company Secretary will be the Secretary of the Committee.



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### **OTHER ATTENDEES**

The Committee may invite members of Bounty's senior management or specialist advisors to be present for part or all of a meeting of the Committee; these people will not be members of the committee.

### **QUORUM**

A quorum of the Committee will be two members.

### **MEETINGS**

The Remuneration Committee will meet not less than twice a year.

### **REPORTING PROCEDURES**

The Committee will keep minutes of its meetings. Minutes of meetings will be circulated for comment and amendment before being signed by the Committee Chair following which the Secretary will circulate the minutes to Board members with papers for the next Board Meeting. The Committee Chair will table the minutes, answer questions raised by the directors, and propose any recommendations of the Committee at the next Board meeting following the Committee meeting.

### **RESPONSIBILITIES**

The responsibilities of the Remuneration Committee are as follows:

- recommend to the Board strategies for remuneration and benefits for the Chief Executive Officer and direct reports;
- assist the board to review the Key Performance Indicators (KPIs) for the Chief Executive Officer, at least annually;
- assist the board to review the performance of the Chief Executive Officer, at least six-monthly;
- assure the board that executive and staff remuneration, benefits and HR policies align with Bounty's business objectives;
- review and assess the remuneration and benefit strategies which are recommended by the CEO for senior staff, to satisfy itself that these are appropriate for the position, are fair and reflect the contribution made to the business by the staff member and having regard to retention under current market conditions;
- review and confirm the methods used to assess staff performance, remuneration and associated benefits;
- satisfy itself that effective systems of human resources, performance management and remuneration are established and maintained;
- identify areas of risk in managing and remunerating employees, and assure itself that management are effectively controlling the risks (in collaboration with the Risk Committee);



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- require management to have processes in place to ensure compliance with the law, regulations and Board policy and ensure that compliance is regularly reviewed and reported to the Board;
- monitor and review the extent to which the Board is meeting its obligations on remuneration and human resources matters.
- inform the Board of matters in relation to employment or remuneration that may have a significant influence upon Bounty's financial condition or affairs;
- inform the Board of any issues which come to the attention of the Committee that may (or do) occasion breach of the law, regulations or Board policy.

### **REVIEW OF CHARTER AND COMPOSITION**

The Board shall review the composition of the committee and approve any amendments to the Committee charter at least once every two years.

Date of next review: February 2020.