



Alpha **HPA**

Remuneration Committee Charter

REMUNERATION COMMITTEE CHARTER

Alpha HPA Limited (ABN 79 106 879 690) (Company)

1. Objectives

The Remuneration Committee (**Committee**) has been established by the board of directors (**Board**) of the Company. The objective of the Committee is to assist the Board with the establishment of remuneration policies and practices for the Company's Managing Director, senior managers and staff, as well as to ensure director compensation is fair and current.

2. Authority

The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibility. It is authorised to:

- retain outside counsel, accountants or other experts, at the expense of the Company, to advise the Committee or assist in the conduct of any matter;
- seek any information it requires from employees (all of whom are directed to cooperate with the Committee's requests) or external parties; and
- meet with Company officers, employees, external auditor, internal auditor (if any) or outside counsel, as necessary and without management present.

The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

3. Membership

- The Committee will consist of a minimum of three members of the Board.
- A majority of the Committee will be independent Directors.
- The Chairman of the Committee will be an independent Director.
- The Board may appoint additional Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.
- The Board will review the membership of the Committee at least once in each year. The Committee may make recommendations to the Board in relation to the Committee's membership.

4. Committee Meetings

Meetings shall be held as required but not less than twice per year having regard to the occurrence of Board vacancies and when director and executive remuneration is due for review. Any member of the Committee may request a meeting at any time if they consider it necessary.

A quorum of the Committee will comprise two members. However, all members of the Committee are expected to attend and participate in Committee meetings.

If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting. A separate chair will be appointed if and when the Committee is dealing with the appointment of a successor to the Committee Chair.

Non-Committee members may be invited by the Committee Chair to attend meetings of the Committee.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.

Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.

Each member of the Committee will have one vote.

The Committee Chair will not have a casting vote. If there is a tied vote, the motion will lapse.

Following each meeting, the Committee Chair will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.

Minutes of meetings of the Committee will be prepared for approval by the Committee and be circulated to the members of the Board.

The Company Secretary will provide such assistance as may be required by the Chair in relation to preparation of the agenda, minutes or papers for the Committee.

5. Responsibilities

The responsibilities of the Committee are to:

- set and review separately, the policies and practices of the Company regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior management. The Committee may take into account the performance review of senior managers when setting and/or reviewing their remuneration;
- review all components of the remuneration framework of the Managing Director and such other senior managers as the Board may from time to time determine. The components may include base salary, reimbursable expenses, bonuses, entitlements under employee incentive plans, any equity based remuneration, and all other entitlements and benefits arising from their employment. The remuneration of senior managers who report directly to the Managing Director is subject to prior recommendation from the Managing Director;
- review all components of the remuneration of the non-executive directors. Such components shall include base fees, supplemental fees for undertaking additional duties, reimbursable expenses, entitlements on retirement from or termination of Board membership, any equity incentives, the process by which any pool of directors' fees which has been approved by shareholders is allocated to directors, and all other benefits and entitlements arising from their directorships;
- review the terms of employment contracts for the personnel referred to above;

- review the terms of any Company short or long-term incentive plans including any share and option schemes for employees and/or directors;
- review any gender or other bias in remuneration for directors, senior managers or other employees of the Company;
- review succession plans for the Board, Managing Director and other senior managers;
- review such other matters relating to remuneration issues as may be referred to it by the Board;

6. Review of the Committee

The Committee will prepare and provide to the Board annually recommended changes or improvements to this Charter if necessary.

The Committee, in order to ensure that it is fulfilling its duties to the Company and its shareholders will periodically:

- obtain feedback from the Board on the Committee's performance and implement any agreed actions; and
- provide any information the Board may request to facilitate its review of the Committee's performance.

The Board shall review the performance of the Committee, at least once per year.

7. Reporting Procedures

After each meeting, the Chair will report the Committee's recommendations and findings to the Board.

The Chair will present an annual report to the Board summarising the Committee's activities during the year and any related significant results and findings.

8. Revisions of this Charter

The Committee is responsible for reviewing the effectiveness of this Charter and the operations of the Committee. The Committee may recommend to the Board any changes or improvements to this Charter.

Any amendments to this Charter must be approved by the Board.

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