

Nomination and Remuneration Committee Charter

1. Introduction

The Nomination and Remuneration Committee (**Committee**) is established in accordance with Article 57(a) of the Company's constitution, which enables the Board to delegate its powers to committees.

The charter provides a summary of the role of the Committee in the business structure and operations of the Company.

2. Purpose

The purpose of the Committee is to ensure:

- 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
- 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.

2.1. Authority and powers:

- To obtain information from, and access to, management.
- To meet independently of management if required.
- To obtain independent advice as appropriate.

2.2. Limitations:

Decision making powers are retained by the Board.

No member of the Committee may participate in any decision with respect to his or her remuneration.

2.3. Reporting mechanism to Board:

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

The minutes of all Committee meetings will be circulated to members of the Board by the Company Secretary.

The Committee Chairman must submit an annual report to the Board summarising the Committee's activities during the year and the Committee's significant results and findings upon request by the Board.

The Committee must approve:

- the details to be published in the Company's Annual Report or any other statutory report or document with respect to the activities and responsibilities of the Committee; and
- any statement on the Company's remuneration policy and executive compensation disclosures that may be required by law or other regulatory requirements (including any such statement to be included in the Company's Annual Report).

3. Role of the Committee

The role of the Committee is to:

- Make recommendations to the Board relating to the remuneration of the Directors and the CEO;
- Assess the necessary and desirable competencies of Board members;
- Review Board succession planning;
- Make recommendations to the Board regarding the appointment and re-election of Directors and the CEO;
- Oversee succession planning, selection and appointment practises for management and employees of the Group;
- Develop a process for the evaluation of the performance of the Board, its committees and Directors; and
- Consider strategies to address Board diversity and the Company's performance in respect of the Company's Diversity Policy.

4. Responsibilities:

4.1. Nomination:

- The Committee assesses and makes recommendations to the Board regarding the necessary and desirable competencies of Board members, having regard to such factors as the Committee considers appropriate, including the skills required to discharge competently the Board's duties having regard to the Company's performance, financial position, strategic direction and Diversity Policy.
- The Committee is responsible for developing and implementing a plan for identifying, assessing and enhancing Director competencies.

- The Committee is responsible for developing a policy and procedures for the selection and appointment of Directors, including strategies to address the Company's performance with respect to its Diversity Policy.
- 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.
- Having regard to the skills required and the skills already represented on the Board, the Committee is responsible for implementing a process to identify suitable candidates for appointment as a non-executive Director.
In identifying suitable candidates who may be qualified to become Directors, the Committee will have regard to such factors as the Committee considers appropriate, including judgement, skill, diversity, experience with business and other organisations of a comparable size, the interplay of the candidate's experience with the experience of other Board members, the extent to which the candidate would be a desirable addition to the Board and any Board Committee, and the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council (**the Guidelines**).
- 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.
- The Committee makes recommendations to the Board for the appointment and removal of Directors and whether or not Directors, whose term of office is expiring, should be proposed for re-election at the Company's next AGM.
- The Committee is responsible for identifying Directors qualified to fill vacancies on Board committees and making recommendations to the Board accordingly, having regard to such factors as the Committee considers appropriate, including the terms of reference of the particular Board committee, the Director's experience, the interplay of the Director's experience with the experience of other Committee members and the Guidelines.
- The Committee is responsible for ensuring that an effective orientation program for new Directors is in place, and regularly reviewing its effectiveness.
- The Committee reviews the Company's succession plans on a regular basis to maintain an appropriate balance of skills, experience, expertise and diversity on the Board and provides advice to the Board accordingly.
- The Committee regularly reviews the size and composition of the Board and makes recommendations to the Board with regard to any appropriate changes.

- The Committee is responsible for considering and articulating the time needed to fulfil the role of Chairman and non-executive Director.
- The Committee establishes procedures to oversee the evaluation of the performance of the Board and each Director including an assessment of whether each Director has devoted sufficient time to their duties.

4.2 Remuneration:

- regularly reviewing and making recommendations to the Board with respect to an appropriate remuneration policy including retirement benefits and termination payments (if any) for senior executives and executive Directors, [ensuring that such a policy:
 - enables the Company to attract and retain valued employees;
 - motivates senior executives and executive Directors to pursue the long term growth and success of the Company;
 - demonstrates a clear relationship between performance and remuneration; and
 - has regard to prevailing market conditions.
- regularly reviewing and making recommendations to the Board regarding the remuneration packages of senior executives and executive Directors, including (as appropriate) fixed, performance-based and equity-based remuneration, reflecting short and long term performance objectives appropriate to the Company's circumstances and goals;
- The Committee makes recommendations to the Board with respect to the implementation and operation of equity-based incentive plans and other employee benefit programs. , including monitoring the performance hurdles associated with such plans and programs.
- The Committee regularly reviews the Company's recruitment, retention and termination policies.
- The Committee makes recommendations to the Board on the structure of remuneration for non-executive directors. .
- The Committee is responsible for ensuring that fees paid to non-executive Directors are within the aggregate amount approved by shareholders and making recommendations to the Board with respect to the need for increases to this aggregate amount at the Company's annual general meeting.
- The Committee regularly reviews and provides advice to the Board in relation to the Company's superannuation arrangements.

- The Committee considers those aspects of the Company's remuneration policies and packages, including equity-based incentives, which should be subject to shareholder approval and makes recommendations to the Board accordingly.
- At its discretion, the Committee consults appropriately qualified consultants for advice on remuneration and other conditions of service.

4.3 Diversity:

- The Committee develops measurable objectives to achieve gender diversity in accordance with the Company's Diversity Policy.
- The Committee is responsible for monitoring, reviewing and reporting to the Board on the Company's performance in respect of gender diversity in accordance with the Company's Diversity
- The Committee reviews the Company's Diversity Policy at least annually to assess the effectiveness of the policy and make recommendations to the Board as to any strategies required to address Board diversity.
- The Committee reviews and reports to the Board at least annually on the relative proportion of women and men at all levels of the TRC Group (that is, the Company and each of its subsidiaries).
- The Committee reviews and makes recommendations to the Board on remuneration by gender.

5. Composition

5.1. Membership:

Not less than 3 non-executive Directors as appointed by the Board.

A member may resign upon notice in writing to the Committee Chairman. A member may from time to time be immediately removed by notice in writing under the hand of the Committee Chairman. The effect of ceasing to be a director of the Board is the automatic termination of appointment as a member of the Committee.

5.2. Chairman:

A member of the Committee as appointed by the Board.

5.3 Chairman's role:

The Committee Chairman shall be independent and may be the Chairman of the Board.

The Committee Chairman will be considered independent if he or she is a non-executive director who is not a member of management, and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement

5.4 Guests:

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

5.5 Member requirements:

Within two years of incorporation of the Company the majority of Committee members will be Independent (ie have no material relationships with the Company other than Board and Committee roles).

A Committee member will be considered independent if he or she is a non-executive director who is not a member of management, and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement.

6. Meetings

6.1 Frequency:

The Committee shall meet at least once a year. Additional meetings may be held if requested by the Chairman. Any committee member may call a meeting of the Committee.

The proceedings of all meetings will be minuted and these will be included in the papers for the next Board meeting as soon as possible after the Committee meeting.

6.2 Attendees:

Quorum – 2 members
Relevant management may attend Committee meetings by invitation.

6.3 Secretarial:

Company Secretary of the Company



7. Review processes

The Charter and composition 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.

Approved by the Board on this day the 23rd of May 2011