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# Remuneration and Nominations Committee Charter

**CountPlus Limited (ACN 126 990 832)**  
**As adopted by the Board**

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# CountPlus Limited – Remuneration and Nominations Committee Charter

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## 1. Purpose

- 1.1 The Remuneration and Nominations Committee is a Committee of the Countplus Board of Directors.
- 1.2 The Committee's primary purpose is to make recommendations to the Board on the following:
- (a) Group remuneration policy for Member Firm Principals (Member Firm employees will continue to be the responsibility of each Member Firm);
  - (b) Remuneration and incentive packages for Executive Directors and Senior Management on an annual basis;
  - (c) Human resources issues that may impact the Board or Countplus;
  - (d) Countplus' recruitment, retention and termination policies for Senior Executives;
  - (e) Remuneration and incentive packages for non-Executive Directors and Chairperson every 3 years or as appropriate;
  - (f) The size and composition of the Board;
  - (g) Systems for the effective induction, training and development of Directors;
  - (h) A system of reviewing performance appraisal for the Board, its committee members, Directors and Chief Executive Officer;
  - (i) A system for the appointment of a Chief Executive Officer;
  - (j) The period for which a person should hold office as a Director;
  - (k) The period for which the Chairperson shall hold office;
  - (l) A system for the appointment of a new Chairperson; and
  - (m) Recommend retirement policies for non-Executive Directors

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## 2. Powers

- 2.1 Subject to the requirement to keep the Board informed of its activities, and to comply with any legal or regulatory requirements, the Committee has power to deal with and to recommend for approval by the Board, all matters falling within the scope of its purpose and duties as set out in this Charter and all other matters that may be delegated by the Board to the Committee from time to time, including power:
- (a) to make recommendations in relation to principles and policies for the management of remuneration for Member Firm Principals, Senior Executives and non-Executive Directors of Countplus;
  - (b) to recommend any changes to, Countplus staff remuneration, as appropriate;
  - (c) to sub-delegate its powers and discretions to executives of Countplus with or without power to delegate further;
  - (d) to take action in relation to specific human resources matters, in exceptional circumstances where appropriate;
  - (e) to approve the Remuneration Report for review by the Board and then submission to the Annual General Meeting;
  - (f) to develop a plan to identify, assess and enhance the necessary and desirable competencies and skills of Directors;
  - (g) to develop succession plans to ensure an appropriate mix of skills, experience, expertise and diversity on the Board;
  - (h) to develop processes for the identification and selection of new Directors;
  - (i) to make recommendations to the Board for the appointment of new Directors;
  - (j) to develop and recommend to the Board a system of induction procedures designed to allow new Directors to be able to participate fully and actively in decision making at the earliest opportunity;
  - (k) to develop and recommend to the Board a system for the ongoing training and development of Directors;

- (l) to keep itself apprised of the latest developments, policies and trends in relation to Board performance and appraisal matters;
- (m) to develop and recommend to the Board a framework for the assessment and evaluation of the performance of the Chief Executive Officer and each Director, committee, and the Board;
- (n) to review the performance of retiring Directors and where appropriate, make recommendations to the Board for the Directors' re-election;
- (o) to develop processes for the identification and selection of a new Chief Executive Officer;
- (p) to make recommendations for the appointment of a new Chief Executive Officer;
- (q) to develop processes for the identification and selection of a new Chairperson;
- (r) to make recommendations for the appointment of a new Chairperson; and
- (s) to review succession planning for Senior Executives.

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### **3. Access**

- 3.1 The Committee shall have direct access to Countplus' Officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice from advisers outside the company that it requires in order to assist it in meeting its responsibilities.

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### **4. Duties**

- 4.1 The duties of the Committee are not limited to, but may include:
- (a) recommending to the Board for approval remuneration policies and remuneration packages of Executive Directors and Non-Executive Directors in accordance with law and regulation;
  - (b) approving remuneration and incentive policies packages of Senior Executives;
  - (c) approving Countplus' recruitment, retention, and termination policies and procedures;
  - (d) reviewing and recommending to the Board for approval, any incentive schemes;
  - (e) reviewing and recommending to the Board for approval, superannuation arrangements of Countplus;
  - (f) professional indemnity and liability insurance for Directors;
  - (g) reviewing succession plans for Senior Executives, Directors and Chairperson;
  - (h) approving the dismissal of Senior Executives for wilful misconduct and other serious matters; and
  - (i) approving training and development plans for Senior Executives, where appropriate.
- 4.2 The Committee shall ensure that the Board and Senior Executives are provided with sufficient information to ensure informed decision-making.

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### **5. Membership & Term**

- 5.1 The Committee shall consist of a minimum of 3 members of both Non-Executive and Executive Directors - a majority of whom must be Non-Executive Directors. The Chairperson must be an independent Non-Executive Director.
- 5.2 Appointment to the Committee will be for a minimum 1 year or as determined by the Board.
- 5.3 A quorum shall be two members (one of whom must be an Executive Director) or any greater number determined by the Committee from time to time.
- 5.4 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a Director of the Board.

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### **6. Chairperson**

- 6.1 The Chairperson of the Committee will be an independent non-Executive Director. Should the Chairperson be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to Chair that particular meeting.

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## **7. Voting**

- 7.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- 7.2 In the case of equality of votes, the Chairperson of the meeting, in addition to his/her deliberative vote has a casting vote.

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## **8. Committee Member's Interests**

- 8.1 A member of the Committee is not entitled to be present when his or her own salary or fee is discussed at a meeting, subject to the discretion of the Chairperson, may or may not be entitled to be present when his/her performance is being evaluated.

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## **9. Company Secretary**

- 9.1 The Company Secretary shall act as Secretary of the Committee.

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## **10. Reporting**

- 10.1 Proceedings of all meetings are minuted and signed by the Chair of the Committee. Minutes of all Committee meetings will be provided to the subsequent Board and Committee meeting.

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## **11. Frequency of Meetings**

- 11.1 The Chairperson will call a meeting of the Committee if so requested by any member of the Committee.
- 11.2 As a minimum, the Committee shall meet once per annum.

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## **12. Review of the Charter**

- 12.1 This Charter is to be reviewed by the Board periodically to ensure it remains consistent with the Board's objectives and responsibilities.

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## **13. Publication of Charter**

- 13.1 A copy of this Charter is available at [www.countplus.com.au](http://www.countplus.com.au).

## Document control

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