



**REMUNERATION AND NOMINATION COMMITTEE CHARTER OF
THE MAC SERVICES GROUP LIMITED (“The MAC”)**

Adopted 27th July 2010

1. Purpose

- 1.1 The Nomination and Remuneration Committee has been established by the Board of Directors of The MAC (the “Board”).
- 1.2 This Charter sets out the roles and responsibilities, composition, structure and membership requirements of the Remuneration and Nomination Committee (the “**Committee**”).
- 1.3 The Committee will ensure that The MAC has appropriate remuneration policies in place which are designed to meet the needs of The MAC to comply with relevant governance rules and to enhance company and individual performance.
- 1.4 The Committee will administer and examine the Director selection and appointment practices of The MAC, and carry out evaluation of the Board's performance, in accordance with this Charter.
- 1.5 The Committee will fairly review and actively encourage enhanced Board and management effectiveness. This is to ensure that Directors and Key Executives¹ are equipped with the knowledge and information they require to effectively discharge their responsibilities.
- 1.6 Having regard to the nature of The MAC's business, the Board will have a blend of experience covering:
 - (a) the accommodation and catering issues;
 - (b) building and construction;
 - (c) financial audit and risk management issues; and
 - (d) legal issues.
- 1.7 In exercising its functions, the Committee must take into account the need for the Board:
 - (a) to collectively cover all of those skills (recognising that no single Director is likely to have all of those skills); and
 - (b) to have each Director acquaint themselves with all of those skills.

2. Composition and structure

- 2.1 The Committee will be made up of members of the Board.
- 2.2 There will be a minimum of 3 members on the Committee.

¹ Defined as any employee or officer who has the opportunity to materially influence the integrity, strategy and operation of the business and its financial performance.



2.3 The Chairperson of the Board, or alternatively, an Independent Director will chair the Committee.

3. Committee membership requirements

3.1 The majority of members of the Committee will be Independent Directors².

4. Meetings

4.1 Meetings of the Committee will be conducted in the manner prescribed by The MAC's Constitution.

4.2 The Committee will meet at least quarterly.

5. Role and Responsibilities

5.1 **Remuneration Roles and Responsibilities:** These will involve assisting the Board in ensuring that The MAC has appropriate remuneration policies in place to meet the needs of The MAC, to comply with relevant governance rules and to enhance company and individual performance. The Committee is responsible for the following remuneration matters:

- (a) reviewing and providing advice, guidance and recommendations to the Board on all remuneration issues, including the following:
 - (i) market practices and trends in relation to remuneration;
 - (ii) remuneration and incentive policies including recommending changes to The MAC's Remuneration Policy and practices for all employees whose remuneration is not determined through an Award or an Enterprise Agreement;
 - (iii) remuneration of the CEO and other members of the senior management team including salary, Short Term Incentive ("STI") and Long Term Incentive ("LTI");
 - (iv) KPIs in relation to financial and non-financial performance targets as they relate to STI plans;
 - (v) allocations made under any LTI plan, including setting annual performance hurdles;
 - (vi) The MAC's recruitment, retention and termination policies and procedures for senior management;
 - (vii) incentive schemes;
 - (viii) superannuation arrangements; and
 - (ix) the remuneration framework for Directors.
- (b) The Committee is responsible for ensuring that the remuneration policies of The MAC are designed to:
 - (i) attract and retain talented individuals whose skills, knowledge and experience are critical to the ongoing long term success of The MAC;
 - (ii) appropriately and fairly compensate its employees for the services they provide;

² An "Independent Director" 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 judgment.

- (iii) comply with all relevant governance rules applicable to the remuneration policies, procedures and practices of The MAC;
 - (iv) motivate employees to perform in the best interest of The MAC and its stakeholders;
 - (v) provide an appropriate level of transparency;
 - (vi) ensure a level of equity and consistency across the company; and
 - (vii) demonstrate a clear relationship between the Key Executive performance and remuneration.
- (c) The Committee may seek input from individuals on the remuneration policies of The MAC, but no individual is to be directly involved in deciding their own remuneration;
 - (d) The Committee must make sure that the Board, management and the Committee itself are provided with sufficient information to ensure informed decision-making;
 - (e) The Committee will at least once every 3 years engage an external remuneration consultant to review the remuneration policies of The MAC and report to the Committee; and
 - (f) The Committee will report to the Board on the remuneration policies at least annually.

5.2 **Nomination Roles and Responsibilities:** These will involve assisting the Board in ensuring that the Board is comprised of Directors with the appropriate skills and experience to discharge its mandate effectively. The Committee is responsible for the following nomination matters:

- (a) assessment of the necessary and desirable competencies of Directors;
- (b) developing and implementing a plan for identifying, assessing and enhancing Director competencies;
- (c) considering whether succession plans are in place to maintain the necessary balance of skills, experience and expertise on the Board;
- (d) reviewing of Board succession plans;
- (e) reviewing and evaluating at least annually the Board's performance (including its Committees) against both measurable and qualitative indicators;
- (f) reviewing and evaluating at least annually the performance of Directors and Key Executives against both measurable and qualitative indicators;
- (g) reviewing at least annually the time required from a non-executive Director, and assessment of whether current Directors are meeting this requirement;
- (h) implementing the procedure for selection and appointment of new Directors;
- (i) recommendations for the appointment and removal of Directors;
- (j) implementing induction procedures designed to allow new Directors to participate fully and actively in Board decision-making at the earliest opportunity;
- (k) implementing induction procedures for Key Executives; and
- (l) ensuring that an effective Induction Process is in place, and conducting reviews of its effectiveness at least annually.

6. Selection process for Directors

- 6.1 The procedures for selection and appointment of new Directors are to be formal and transparent.
- 6.2 The procedure for review of potential directors will include meeting with the Committee prior to selection to discuss the position of Director and the criteria for selection.
- 6.3 The selection criteria will:
- (a) ensure that the Board has appropriate competencies to enable it to discharge its mandate effectively;
 - (b) evaluate the range of skills, experience and expertise on the Board before a candidate is recommended for appointment, so that the skills, experience and expertise that best complement the Board can be determined;
 - (c) accommodate the need for the Board to be of a size and composition that is:
 - (i) conducive to making decisions expediently, with the benefit of a variety of perspectives and skills;
 - (ii) makes decisions in the best interests of The MAC as a whole, rather than of individual shareholders or interest groups; and
 - (iii) limited so as to encourage efficient decision-making;
 - (d) accommodate the need for each Director to devote the necessary time to their role;³
 - (e) require all non-executive Directors to provide the Committee with details of their other commitments and the time these commitments involve;⁴
 - (f) require all non-executive Directors to inform the Chairperson and the Committee before accepting any new appointments to other companies that are likely to encroach on the Director's time available to discharge his/her obligations to The MAC.

7. Formal appointments and job descriptions

- 7.1 Formal letters of appointment for Directors will be used setting out the key terms and conditions relative to that appointment. The letters will include the following areas:
- (a) term of appointment;
 - (b) time commitment envisaged;
 - (c) powers and duties of Director;
 - (d) any special duties or arrangements attaching to the position;
 - (e) circumstances in which an office of Director becomes vacant;
 - (f) expectations regarding involvement with committee work;
 - (g) remuneration and expenses;
 - (h) superannuation arrangements; and

³ All Directors should consider the number and nature of their directorships, and other commitments that take up their time.

⁴ Non-executive Directors must acknowledge to The MAC (before appointment or submission for election) that they will have sufficient time to meet what is expected of them.

- (i) the requirement to disclose Directors' interests and any matters which affect the Director's independence;
- (j) fellow Directors;
- (k) trading policy governing dealings in securities (including any share qualifications) and related financial instruments by Directors, including notification requirements;
- (l) induction training and continuing education arrangements;
- (m) access to independent professional advice;
- (n) indemnity and insurance arrangements;
- (o) confidentiality and rights of access to corporate information; and
- (p) a copy of the constitution.

7.2 The Chief Executive Officer and Chief Financial Officer will have formal job description and letter of appointment describing their term of office, duties, rights and responsibilities, and entitlement on termination.

8. Information to be made available to shareholders about candidates for Directorship

The shareholders of The MAC must be given sufficient information to enable them to make an informed decision in electing Directors. To this end, the following information will accompany the names of each candidate submitted for election as a Director:

- (a) biographical details, including the candidate's competencies and qualifications and information sufficient to enable an assessment of their independence;
- (b) details of relationships between:
 - (i) the candidate and The MAC; and
 - (ii) the candidate and Directors;
- (c) directorships held – both those required to be disclosed by law and those relevant to an assessment of independence of the Director;
- (d) particulars of other positions that involve significant time commitments;
- (e) the term of office currently served by any Directors who are subject to re-election; and
- (f) any other particulars required by law.

9. Induction Process

9.1 The Induction Process is designed to enable Directors and Key Executives to gain an understanding of:

- (a) The MAC's financial, strategic, operational and risk management position;
- (b) their rights, duties and responsibilities; and
- (c) the role of the Board Committees.

9.2 The Induction Process gives new Directors and Key Executives the level of knowledge about The MAC and the industry in which The MAC operates required for them to be effective in their roles.



10. Continuing education

Directors and Key Executives will have access to continuing education in order to update and enhance their skills and knowledge. This will include education concerning key developments in The MAC and within the industry and environments in which The MAC operates.

11. Access to information

11.1 The Board will be provided with the information it requires to efficiently discharge its responsibilities.

11.2 The following procedure has been agreed by the Board for Directors to take independent professional advice where necessary, at The MAC's expense:

- (a) a Director wishing to obtain independent professional advice must inform the Chairperson before obtaining the advice;
- (b) the likely cost of the advice must be disclosed to the Chairperson before obtaining the advice;
- (c) the budget for the advice must be approved by the Chairperson (which approval must not be unreasonably withheld).

11.3 All Directors are to have access to the Company Secretary.

11.4 Management will supply the Board with information in a form, timeframe and quality that will enable the Board to effectively discharge its duties.

11.5 Directors are entitled to request (and should be prepared to request) additional information where they consider that information supplied by Management is insufficient to support informed decision-making.

12. Procedures for performance evaluation of the Board, its Committees, individual Directors and Key Executives

12.1 Re-appointment of a Director is not automatic. Each Director's performance should be judged at least annually against the criteria for appointing Directors.

12.2 For Independent Directors, the review of a Director must take into account the Directors' Independence Policy.

12.3 Non-executive Directors are appointed for specific terms, subject to re-election and to the provisions in the ASX Listing Rules, the *Corporations Act* and the Constitution regarding retirement and removal of Directors.



13. Public disclosures

13.1 The following information is to be disclosed in the corporate governance section of The MAC's Annual Reports:

- (a) names of members of the Committee and their attendance at meetings of the Committee;
- (b) whether a performance evaluation for the Board and the Directors has taken place in the reporting period and how it was conducted; and
- (c) any explanation of any departures from the relevant ASX Best Practice Recommendations.

13.2 The following information is to be made publicly available on The MAC's website in a clearly marked corporate governance section:

- (a) a description of the procedure for the selection and appointment of new Directors;
- (b) the Committee's policy for the appointment of Directors;
- (c) a description of the process for performance evaluation of the Board, its committees, individual Directors, and Key Executives; and
- (d) this Charter or a summary of the role, rights, responsibilities and membership requirements for the Committee.

14. Charter Review

14.1 This Charter will be reviewed and revised annually if required and any changes necessary should be recommended to the Board for approval. The Committee will annually review its own performance.