

Nomination and Remuneration Committee Charter

Policy Control

Version Number	0.03
Date	September 2015
Administered By	Chairman of Nomination and Remuneration Committee
Review Cycle	Annually (or sooner if required)

Objective and Purpose

The aim of this document is to set out the charter for the Nomination and Remuneration Committee (**Committee**) of InvestSMART Group Limited (**Company**).

The Committee is a committee of the Board of the Company (**Board**).

The Board has delegated certain responsibilities to the Committee, which require formal reporting to the Board. The ultimate responsibility for nomination and remuneration policy rests with the Board.

Role and Responsibilities

1. The Committee will review and report/make recommendations to the Board in relation to the following nomination matters:
 - (a) the process for the nomination and selection of non-executive directors to the Board;
 - (b) succession plans for non-executive directors of the Company;
 - (c) induction programs for non-executive directors of the Company;
 - (d) the requirements for non-executive directors of the Company, developing and recommending to the Board a transparent process to review whether those requirements are being met and undertaking assessments in accordance with that process; and
 - (e) developing and recommending to the Board a set of necessary and desirable competencies of the Board and committees of the Board and evaluating those competencies.
2. The Committee will develop and recommend to the Board strategies on gender diversity for the Board, committees of the Board and all other levels of the Company and subsidiaries. In addition, the Committee will report to the Board on:
 - (a) achievement against gender diversity objectives, including representation of women at all levels of the Company and subsidiaries; and
 - (b) remuneration by gender so that differences in remuneration are not based on differences in gender.

3. The Committee will review and report/make recommendations to the Board in relation to the following remuneration matters:
 - (a) remuneration and incentive framework for the Managing Director and CEO;
 - (b) remuneration and incentive framework for senior executives and all staff of the Company and subsidiaries; and
 - (c) remuneration for non-executive directors of the Company.
4. The Committee will review the following matters and consider whether any significant matters should be brought to the attention of the Board:
 - (a) remuneration structure including long term incentive arrangements and participation;
 - (b) senior executive and key staff succession plans;
 - (c) recruitment, retention and termination strategies;
 - (d) the Remuneration Report of the Company; and
 - (e) other matters identified from time to time by the Board.
5. For clarity, the Managing Director and CEO will appoint all senior executives reporting to him after consultation with the Board.

Membership

The Committee will consist of at least two members appointed by the Board. Where possible, a majority of the members will be independent non-executive directors. The Board will appoint, remove and/or replace Committee members.

Chairman

The Board will appoint the Chairman of the Committee. Where possible, the Chairman of the Committee will be an independent non-executive director. Preferably, the Chairman of the Committee will not be the Chair of the Board.

Secretary

The Company Secretary will be the Committee Secretary.

Other Attendees

A director who is not a Committee member may attend Committee meetings.

Other members of management and, if appropriate, external advisers, may be invited to be present for all or part of the meetings of the Committee at the discretion of the Committee Chairman, but will not be members of the Committee.

Quorum

A quorum will be two members.

Meetings

Committee meetings will be held not less than two times a year to enable the Committee to undertake its role effectively. In addition, the Chairman of the Committee is required to call a Committee meeting if requested to do so by the Chairman of the Board or any member of the Committee.

The Secretary in conjunction with the Chairman must draw up an agenda, which will be circulated within a reasonable time prior to each meeting to the members of the Committee.

Reporting

The Committee will keep minutes of its meetings. The minutes of each Committee meeting must be tabled at the Board for discussion.

The Committee will update the Board about Committee activities and make appropriate recommendations. The Chairman of the Committee will report to the Board on any matters considered within this Charter. Reports may be in written form, or, at the discretion of the Chairman of the Committee and with the agreement of the Chairman of the Board, reports may be given verbally at Board meetings and minuted at that time.

In determining the content of the Committee report, the Chairman should consider all matters relevant to the Committee's roles and responsibilities as set out in this Charter as well as relevant matters enumerated in the Corporate Governance Principles and Recommendations (or any replacement for that document) as published by the ASX Corporate Governance Council from time to time.

Review

This Charter will be reviewed not less than annually. This Charter may only be amended with the approval of the Board.