

Remuneration Charter

Group Statement



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1 Introduction

Effective and appropriate remuneration policies are crucial to the ongoing success of the Company. The Board has created a separate Remuneration Committee, and which plays a key role in determining that remuneration policies are effective and reported and explained to shareholders.

Through the Remuneration Committee, BSA has a formal and transparent process for developing its remuneration policy and for fixing the remuneration packages for directors and senior executives.

2 Purpose

2.1. This Charter governs the operations of the Remuneration Committee (“Committee”) of BSA Limited (“BSA”).

2.2. The purpose of the Committee shall be to:

- (a) Approve major changes and developments in remuneration policies and superannuation arrangements for the group;
- (b) Oversee the process of setting Group salary policies and regularly review overall remuneration levels against relevant benchmarks;
- (c) Develop, review and recommend to the Board a process for the evaluation of the performance of the Managing Director and the other senior executives, including contract terms, annual remuneration and participation in the BSA’s employment equity incentive plans.
- (d) Deal with remuneration-related matters as follows:
 - (i) review and advise the Board on remuneration matters and compensation programs appropriate for BSA;
 - (ii) Oversee the operation of BSA’s employee equity incentive plans in place from time to time, including approving any changes to the terms of plans from time to time;
 - (iii) Recommend to the Board whether offers are to be made under any or all of BSAs employee equity incentive plans;
 - (iv) Review and recommend to the Board the remuneration arrangements for the Chairman and the non-executive directors of the Board, including fees, travel and other benefits;
 - (v) Take appropriate action to ensure that the Committee, the Board and management have available to them sufficient information and external advice to ensure informed decision-making regarding remuneration; and
 - (vi) prepare for approval by the Board any report on executive or Director remuneration required by any listing rule, legislation, governing body or other regulatory requirement, or proposed for inclusion in BSA’s Annual Report, including the appointment of remuneration consultants.

2.3. The Committee is empowered to access adequate internal and external resources including engaging independent counsel and other advisers as it determines necessary to carry out its duties or delegate any of its duties and responsibilities to a sub-committee of the Committee.

3 Composition

- 3.1. The Committee preference is for at least three Directors appointed by the Board from time to time, each of whom are non-executive Directors. The Board's preference is that a majority of Committee members must be independent Directors. "Independence" shall be determined in accordance with BSA's Board Charter.
- 3.2. The Chair of the Committee shall be an independent Director, who is not Chairman of the Board.
- 3.3. Non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

4 Meetings

- 4.1. The Committee shall meet as frequently as Committee members deem necessary in order to fulfil their role, but not less than twice per year.
- 4.2. A quorum for Committee meetings shall be any two Director Committee members. Any Director who is not a Committee member may attend (but not vote at) a meeting of the Committee for discussion on particular areas of interest to that Director. The Committee may also invite management or other individuals to attend meetings of the Committee, as they consider appropriate.
- 4.3. The Committee shall report to the Board on all matters relevant to the Committee's role and responsibilities. Minutes of Committee meetings shall be included in the papers for the next full Board meeting after each Committee meeting.
- 4.4. Draft minutes of each Committee meeting are to be prepared and forwarded to the Chair as soon as practical after the meeting and after any amendments by the Chair, to the remaining Committee members. Committee members should advise their approval or any requested amendments so that the approved minutes may be signed by the Chair at the next Committee meeting.
- 4.5. The Committee may seek the advice of BSA's auditors, solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibility of the Committee.

5 Duties and Responsibilities

- 5.1. The duties and responsibilities of the Committee shall include:
 - (a) to review and recommend to the Board for approval goals and objectives relevant to the compensation of the Managing Director, evaluate his or her performance in light of those goals and objectives and recommend to the Board his or her compensation including short term incentive performance targets and bonus payments;
 - (b) to review and approve the recommendations from the Managing Director on the levels of remuneration for executives including short term incentive performance targets and bonus payments;
 - (c) to review and recommend to the Board for approval the remuneration of non-executive Directors, including appropriate fees for Board Committee membership;

- (d) to approve any statement on BSA's remuneration policy and executive compensation disclosures required by any listing rule, legislation, governing body or other regulatory requirement, or proposed for inclusion in BSA's Annual Report; and
- (e) to review its Charter annually to ensure it is operating effectively.

5.2. In discharging its responsibilities, the Committee must have regard to the following policy objectives:

- (a) to ensure BSA's remuneration structures are equitable and aligned with the long-term interests of BSA and its shareholders and having regard to appropriate benchmarking and relevant BSA policies;
- (b) to attract and retain skilled executives;
- (c) to structure incentives that are challenging and linked to the creation of substantial shareholder returns; and
- (d) to ensure any termination benefits are justified and appropriate.

5.3. In the discharge of the Committee's responsibilities, no executive should be directly involved in determining their remuneration.