TERRA FIRMA

TERRA FIRMA EQUITY LIMITED
ACN 675 999 747

REMUNERATION COMMITTEE CHARTER

Document type	Committee charter
Version	1.0
Approved by	Board of Terra Firma Equity Limited
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1. Purpose

The Remuneration Committee assists the Board in relation to remuneration, executive succession, Board renewal and related governance matters.

2. Responsibilities

(a) reviewing remuneration frameworks for directors and senior executives;

(b) considering the structure and quantum of executive fixed and variable remuneration;

(c) reviewing material incentive arrangements and performance measures;

(d) considering senior executive succession and development;

(e) supporting Board succession, skills and renewal processes;

(f) considering diversity and inclusion matters referred to the Committee; and

(g) making recommendations to the Board on matters requiring Board approval.

3. Remuneration principles

Remuneration should support the Company's strategy, be proportionate to responsibilities and performance, avoid inappropriate risk-taking and be capable of explanation to shareholders and other relevant stakeholders.

No person should participate in a decision concerning that person's own remuneration, except to provide information requested by the Committee.

4. Composition and meetings

The Committee comprises directors appointed by the Board. The Board appoints the Committee Chair.

The Committee will meet as often as required and may invite executives or external advisers to attend for relevant agenda items.

5. External advice

The Committee may obtain independent remuneration or governance advice where it considers this reasonably necessary. Any adviser must be engaged on terms that preserve the independence and integrity of the advice.

6. Reporting and review

The Committee Chair will report material matters and recommendations to the Board. The Board will review this Charter periodically.