

REMUNERATION AND NOMINATION COMMITTEE CHARTER

ROLE OF THE REMUNERATION & NOMINATION COMMITTEE

The board of Ingenia Communities Group (**Ingenia** or **Group**) has a responsibility to put in place a structure of review of the overall strategies in relation to the remuneration of the Group's non-executive directors and senior executives. The board also has a responsibility to review the composition of the board and ensure it has the appropriate mix of skills and experience to properly fulfill its responsibilities.

The Remuneration and Nomination Committee (**Committee**) has been established by the Board to assist in these areas of responsibility.

RESPONSIBILITIES OF THE COMMITTEE

The Committee has the following responsibilities.

Executive Remuneration Policy

The Committee must:

- (a) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs;
- (b) Review and recommend to the Board the overall strategies in relation to recruitment, retention and termination policies for senior executives and directors who can create value for shareholders;
- (c) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Group, the performance of the executive and prevailing remuneration expectations in the market; and
- (d) Review executive employment agreements and director appointment letters as appropriate.

Executive Directors and Senior Management

The Committee must:

- (a) Consider and make recommendations to the board on the remuneration for the managing director/CEO (including base pay, incentive payments, equity awards, retirement rights, termination payments, service contracts) having regard to the executive remuneration policy;
- (b) Consider and make recommendations to the board on the remuneration for each executive director (including base pay, incentive payments, equity awards, retirement rights, termination payments, service contracts) having regard to the executive remuneration policy;

- (c) Review and recommend to the board the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports to the managing director/CEO. As part of this review the Committee will oversee an annual performance evaluation of the executive team;
- (d) Review and make recommendations to the board in relation to the succession plans of senior executives; and
- (e) Ensure the performance of senior executives is reviewed at least annually.

Non-Executive Directors

The Committee must:

- (a) Consider and make recommendations to the board on the remuneration for each non-executive director (as distinct from the remuneration structures of executive directors and senior executives); and
- (b) Review the on-going appropriateness and relevance of the non-executive director remuneration policy.

Executive Incentive Plan

The Committee must review and recommend to the board the design of any executive incentive plans.

Equity Based Plans

The Committee must:

- (a) Review and recommend to the board any equity based plans that may be introduced (**Plan/s**) in the light of legislative, regulatory and market developments;
- (b) For each Plan, determine each year whether awards will be made under that Plan;
- (c) Review and recommend to the Board the total proposed awards under each Plan;
- (d) In addition to considering awards to executive directors and direct reports to the managing director/CEO, review and recommend to the board proposed awards under each Plan on an individual basis for executives as required under the rules governing each Plan or as determined by the Committee; and
- (e) Review performance hurdles for each equity based Plan.

Other Responsibilities

- (a) Review the disclosure of remuneration in any public material including the Remuneration Report in the Group's Annual Report;
- (b) Recommend to the board on the use of external remuneration consultants;

- (c) Monitor the independence of external remuneration consultants;
- (d) In consultation with the managing director/CEO, the Committee will review and recommend to the Board for approval, the Group's general approach to compensation and will oversee the development and implementation of the compensation regime; and
- (e) Review professional development plans for the managing director/CEO and direct reports to the managing director/CEO.

Nomination

The Committee must:

- (a) Identify and recommend to the board, candidates for the board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience, after undertaking appropriate checks before recommending their appointment, and after assessment of how the candidates can contribute to the strategic direction of the Company;
- (b) Approve and review induction procedures for new appointees of the board to ensure that they can effectively discharge their responsibilities;
- (c) Assess and consider the time required to be committed by a non-executive director to properly fulfill his or her duty to the Company and advise the Board;
- (d) Consider and recommend to the board candidates for election or re-election to the board at each annual securityholders' meeting and ensure securityholders are supplied with all material information relevant to a decision on whether or not to elect or re-elect a director in the Notice of Meeting;
- (e) Review directorships in other public companies held by or offered to directors and senior executives of the Company;
- (f) Review succession plans for the board with a view to maintaining an appropriate balance of skills and experience on the Board;
- (g) Arrange an annual performance evaluation of the board and its committees;
- (h) Make recommendations to the board on the appropriate size and composition of the board; and
- (i) Make recommendations to the board on the terms and conditions of appointment to, and removal and retirement from, the Board, and ensure this is documented in a letter of appointment.
- (j) Develop and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

COMPOSITION AND MEMBERSHIP OF THE COMMITTEE

The Board shall appoint the members to the Committee and review the composition of the Committee at least annually.

The Committee should comprise:

- At least three members;
- Only non-executive directors, a majority of which are independent; and
- An independent chairperson, who is not the chairperson of the board.
- The terms of appointment to the Committee include the following:
- The members may resign upon reasonable notice in writing to the Committee chairperson;
- A member may from time to time be immediately removed by notice in writing from the Committee chairperson; and
- The appointment as a member of the Committee is automatically terminated upon that member ceasing to be a Director of the Group.

COMMITTEE MEETINGS

Frequency of Meetings

The Committee shall meet as frequently as required to undertake its role effectively and in any event at least twice per year. The minimum quorum for a Committee meeting is two members.

Any reportable issues that arise between meetings will be reported to the chair of the Committee. The chair may call additional meetings of the Committee. The chair must call an additional meeting if required by any committee member, the Chairperson of the board, the managing director/CEO or the board.

A notice of each meeting confirming the date, time, venue and agenda will be forwarded to each member of the Committee as soon as practicable prior to the date of the meeting. The notice will include relevant supporting papers for the agenda items to be considered.

Committee meetings are permitted to be held other than in person, by any technological means as consented to by all members of the Committee. This consent may be a standing one.

Attendees

Any director of the board may attend and speak at a Committee meeting. Any invitee of a Committee member may attend and speak at a meeting with the approval of the chair.

Minutes, Reports and Recommendations

All records, including minutes and any reports or recommendations will be prepared and kept by the company secretary. The minutes are available for review by any director not a member of the Committee.

The chairperson of the Committee shall report the findings and recommendations of the Committee to the board after each Committee meeting.

RESOURCES, INFORMATION AND USE OF EXTERNAL ADVISERS

The Committee will inform the Board if it considers that it does not have adequate resources or access to information to enable it to perform its duties properly.

The Committee has unrestricted access to any information it requires from any Ingenia Group employee and to the internal and external auditors for the purpose of carrying out their functions as Committee members.

The Committee may also commission independent legal, accounting or other professional advice which is considered a reasonable expense by the Board.

POWERS OF THE COMMITTEE

The Committee has the explicit authority to investigate any matters within its terms of reference as set out in the Committee's charter, with the resources it needs to do so and with the right of access to information including external professional advice if necessary.

COMMITTEE PERFORMANCE

The Committee shall perform an evaluation of its performance to determine whether it is functioning effectively by reference to current best practice.

The Board will evaluate the performance of the Committee as appropriate.

ADMINISTRATION

Disclosure of Interests

A member of the Committee must disclose any interest that they have in any matter under consideration.

Amendment of the Charter

This charter may be amended with the consent of a majority of members of the Committee and then approval by the board.

Policy History

Established:	5 June 2012
Last review:	June 2017
Current version:	June 2017
Review frequency:	Annually