

3 REMUNERATION, NOMINATION AND DIVERSITY COMMITTEE POLICY

PLC Financial Solutions Limited is not of a size and the activity is not of a scale to warrant the establishment of a Remuneration, Nomination and Diversity Committee (Committee) at this stage of the Company's life. However, when the time is right the Board will adopt the following Charter.

Until such time the activities normally carried out by this Committee will be completed by the Board of Directors. Any references in this policy to "Committee" in relation to audit or risk management matters should be references to the Board

This Charter provides a summary of the role of the Committee in the business structure and operations of the Company.

Purpose

The purpose of the Committee is to ensure:

- The Board comprises individuals best able to discharge the responsibilities of Directors having regard to the law and the highest standards of governance;
- The Company has remuneration policies and practices which enable it to attract and retain Directors and executives who will best contribute towards achieving positive outcomes for shareholders; and.
- Maintain a Board that has an appropriate mix of skills and experience to be an effective decision-making body

And it does this through:

Remuneration

The Committee will:

- Determine appropriate compensation arrangements for the directors and the executive director (managing director/chief executive officer). From this, recommendations are made to the Board;
- Determine the executive remuneration policy; and
- Review and submit to the Board equity based plans.

Overall Director Remuneration

Shareholder approval must be obtained in relation to the overall limit set for Directors' fees. The Directors must set individual Board fees within the limit approved by Shareholders.

Further, Shareholders must approve the framework for any equity schemes and if a Director is recommended for being able to participate in an equity scheme, this participation must be approved by the shareholders.

Executive Remuneration

Main principles

The remuneration policy reflects the Company's obligation to align Executive Directors' remuneration with Shareholders' interests and to engage appropriately qualified executive talent for the benefit of the group. The main principles of the policy are:

- Reward reflects the competitive global market in which the Company operates. Individual reward should be linked to performance criteria; and
- Executives should be rewarded for both financial and non-financial performance.

Elements of Remuneration

The Executive Directors total remuneration consists of the following:

- Salary - Executive Director receives a fixed sum payable monthly in cash.
- Bonus - Executive Director is eligible to participate in a bonus scheme if deemed appropriate. The bonus can be in the form of shares, subject to shareholder approval. Any entitlement to shares will be forfeited if, during the vesting period, the Executive Director commits any fraudulent, dishonest or gross negligent act as determined by the Board.
- Long Term Incentives - Executive Director may participate in share option schemes with the approval of Shareholders.
- Other benefits - Executive Directors are eligible to participate in superannuation schemes.

Non-Executive Remuneration**Main principles**

Shareholders approve the maximum aggregate remuneration for Non-Executive Directors. The Committee recommends the actual payments to Directors and the Board is responsible for ratifying any recommendations if appropriate. The maximum aggregate remuneration approved for Directors is currently \$250,000 to be allocated amongst the Directors in the proportions as determined by the Committee.

Directors are entitled to have their indemnity insurance paid by the Company.

The Committee regularly reviews the Company's recruitment, retention and termination policies.

Nomination

The Committee will:

- Review the appropriateness of the size of the Board relative to its various responsibilities and where necessary make recommendations to the Board to change the composition of the Board;
- Review the overall composition of the Board and Board Committees, taking into account factors such as:
 - expertise of each Board member;
 - business experience and integrity;
 - skills;
 - breadth of experience;
 - knowledge about the Company's business or industry; and
 - willingness to devote time and effort to the Board

and make appropriate recommendations as necessary. As such, the Committee shall determine the criteria, objectives and procedure for selecting new Board members;

- Review and recommend to the Board the criteria for Board membership, including assessment of the necessary and desirable competencies of the Board members;
- The Committee shall review potential candidates for the Board and report on the candidates and results to the Board for consideration. As such the Committee shall evaluate and conduct the appropriate inquiries into the backgrounds and qualifications of possible nominees;
- Recommend to the Board, members of the Board to be designated as chairperson of the Board's Committees;
- Make recommendations to the Board in relation to appropriate performance criteria, for both the individual directors and full Board acting as a collective body. This may include such items as level of director attendance, preparedness, participation and candor;

- Review, develop and recommend to the Board if necessary, the criteria for determining director independence;
- The Committee shall monitor the orientation and continuing education programs for Directors;
- The Committee shall develop and review any relevant succession plans;
- The Committee is responsible for developing a policy and procedures for the selection and appointment of Directors, including strategies to address the Company's performance with respect to its Diversity Policy; and
- As and when it considers it appropriate, and when a non-executive director retires, the Committee assesses the skills represented on the Board by the non-executive Directors and determines whether those skills meet the skills identified as required

Diversity

The Committee will:

- Develop and review annually the Company's Diversity Policy and strategy;
- Establish and monitor measurable objectives for achieving diversity that are linked to the Company's circumstances and industry; and
- Assess and report to the Board at least annually on the objectives of the diversity strategy and progress achieved

Authority and powers

- To obtain information from, and access to, management;
- To meet independently of management if required; and
- To obtain independent advice as appropriate.

Limitations

- Decision making powers are retained by the Board; and
- No member of the Committee may participate in any decision with respect to his or her remuneration

Membership

- The Committee shall comprise at least three (3) non-executive directors, a majority of whom are independent and who have diverse and complementary backgrounds;
- The Chairman of the Committee will be appointed by the Board and will not be the Chairman of the Board of Directors; and
- The Committee will appoint a Secretary who will normally be the Company Secretary.

A member may resign upon notice in writing to the Committee Chairman. A member may from time to time be immediately removed by notice in writing under the hand of the Committee Chairman

The effect of ceasing to be a director of the Board is the automatic termination of appointment as a member of the Committee.

In appointing the members, the Board and the Committee will have due regard to the Listing Rules and Corporations Act and accordingly will undertake and complete any necessary checks deemed relevant.

Meetings

The Committee shall meet at least once each year, with additional meetings when circumstances require, as determined by the Committee chairperson.

Any committee member may call a meeting of the Committee.

Convening and Notice of Meeting

Any member may (and the Secretary must act upon a request from any member) convene a meeting of the Committee. A notice of each meeting confirming the date, time and venue together with the agenda and Committee papers shall be forwarded to each member of the Committee at least one (1) working day prior to the date of the meeting.

A Committee Members shall take responsibility to report the findings and recommendations of the Committee to the Board after each Committee meeting.

Attendance

Members of the Committee are expected to be present at all meetings. As necessary, the Chairperson of the Committee may request that members of management, consultants or others, which it may deem appropriate, be present at Committee meetings.

Quorum

Two (2) members of the Committee shall constitute a quorum. In the event where only two (2) members are present, the unanimous vote of the two members shall constitute an act of the Committee. Where the Committee comprises more than two Committee members, the act of a majority of the members present will constitute an act of the Committee.

Minutes

Minutes of each meeting are to be prepared by or under the direction of the Company Secretary. The Secretary shall maintain a permanent record of the minutes, and shall distribute minutes to members of the Committee.

The minutes of the Committee shall be open at all time for inspection by any Director.

Delegated Responsibility

The Committee may form and delegate authority to sub-committees when appropriate.

Policy History

Last review: -

Review frequency: Annually or as required

Prepared: September 2018