



GREEN CROSS HEALTH LIMITED

NOMINATION AND REMUNERATION COMMITTEE CHARTER

1. The Board has established the Nomination and Remuneration Committee ("**Committee**") to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the:
 - (a) appointment, remuneration, orientation and evaluation of directors;
 - (b) appointment, remuneration and evaluation of the Chief Executive Officer ("**CEO**") and direct reports, and succession planning in relation to them; and
 - (c) oversight of the Company's key human resources policies including remuneration.
2. The Committee shall consist of a minimum of three directors, all of whom are non-executive. The majority of the members shall be independent directors.
3. The members are appointed by the Board, which also appoints the Chairperson of the Committee.
4. The Committee will meet at least two times per year. In addition, the Chairman may convene further meetings when requested by any member of the Committee and at such other times as the Chair considers necessary. The Chair of the Committee may hold informal meetings from time to time, to discuss draft proposals and/or discuss senior executive issues.
5. The quorum for a Committee meeting is two directors present. In the absence of the Chair, the members present will elect one of their number to act as Chair. The Committee shall determine who will attend meetings in addition to the Chief Executive Officer who attend by standing invitation.
6. The Committee meets in private session at any meeting, at the discretion of the Chair.
7. The agenda will be circulated to members in advance of each meeting.
8. The Chair of the Committee will report to the Board on the matters discussed at Committee meetings and actions recommended.
9. Minutes will be taken of all Committee meetings and circulated to the Board once approved by the Chair. Committee minutes will be confirmed at the next Committee meeting.

Responsibilities

10. The following activities have been defined by the Board and constitute the terms of reference of the Committee being the powers delegated to the Committee by the Board:

Director appointment, remuneration, orientation and evaluation

- (a) advising the Board on director appointments, giving attention to the mix of skills, experience and other qualities required;
- (b) making recommendations to the Board with respect to non-executive directors' remuneration and compensation;
- (c) developing and implementing a process for the orientation and education of new directors and facilitating ongoing training courses/programmes for existing directors;
- (d) facilitating the process for the regular evaluation of the Board, its committees and the directors and regularly assessing the effectiveness of the process

CEO and direct report appointment, remuneration, evaluation and succession:

- (e) approving the appointment, and the conditions and terms of employment of the CEO and the CEO's direct reports;
- (f) reviewing and evaluating the performance of the CEO and the CEO's direct reports against key performance objectives;
- (g) reviewing management's recommendations and advising the Board on succession plans for the CEO and direct reports.

Key human resources policies:

- (h) making recommendations (including proposing amendments) to the Board with respect to senior executive incentive remuneration plans, employee superannuation plans, share option plans, employee share ownership plans and other employee benefits and incentive schemes;
- (i) conducting an annual review to ensure remuneration practices are consistent with Board policy; and
- (j) approving remuneration guidelines and annual budgets for the Company.

Authority

- 11. In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the terms of reference set out herein.
- 12. The Committee may:
 - (a) obtain independent professional advice in the satisfaction of its duties at the cost of the Company (subject to the approval of the Chair of the Board);
 - (b) secure the attendance at meetings of outsiders with relevant experience; and
 - (c) have direct access to the resources and information of the Company as it may reasonably require.

Accountability to the Board

13. The Board reviews the Committee's performance against the Charter annually.
14. The Board reviews this Committee Charter annually.

Publication

15. A copy of this Committee Charter will be available on the website www.greencrosshealth.co.nz.