
Nova Eye Medical Limited
Agenda Item 4.3.2 - Corporate Governance
Remuneration Committee Charter
1 July 2020

1. Membership

The Committee shall consist of:

- A minimum of two members, and when possible all being independent directors
- The Board shall appoint a non-executive director to Chair the Committee.

2. Meetings

The Committee will meet as required to undertake its role effectively, but at least once per year.

The Company Secretary will provide secretarial assistance and other executives provide advice if required.

The Chair may invite executive directors and executives to participate in these meetings as required.

3. Responsibility

In general the role and responsibility of the Committee shall be to review the overall human resources strategy and monitor its implementation and effectiveness and make recommendations to the Board.

In particular, the Committee shall:

- Review and determine remuneration policy, both short and longer term, including but not limited to fixed, performance and equity based remuneration as well as termination arrangements
- Review and recommend to the Board the remuneration policy for non-executive directors
- Review and recommend to the Board the remuneration for executive directors.
- Review and recommend to the Board the remuneration for the Chief Executive Officer and those executives who report directly to the Chief Executive Officer
- Review and recommend to the Board all equity-based plans and equity based remuneration, ensuring participation in equity-based plans by directors is also approved by Shareholders
- Review and recommend to the Board the design of any performance based remuneration incentive plans and total level of remuneration proposed from any incentive plan
- Review the succession plan for the Chief Executive Officer, executives and key staff
- Ensure remuneration policies and practices enable the Company to attract, motivate and retain directors and executives so as to create shareholder value
- Review and approve policy with regard to the Company's superannuation arrangements
- Ensure remuneration disclosure complies with Corporations law and ASX requirements
- Minutes will be maintained for all meetings of the Remuneration Committee.
- The Committee is authorised to seek appropriate legal or consultant advice.

Authorised by: VICTOR PREVIN

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CHAIRMAN