REMUNERATION COMMITTEE CHARTER

March 2022

1. Role

The role of the remuneration committee is to assist the Board in monitoring andreviewing any matters of significance affecting the remuneration of the Board and employees of the Company. This charter defines the remuneration committee's function, composition, mode of operation, authority and responsibilities.

2. Composition

The Board will strive to adhere to the following composition requirements for the committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

(a) The committee shall comprise at least three Directors, the majority being independent non-executive Directors.

(b) The committee will be chaired by an independent Director who will beappointed by the Board.

(c) The Board may appoint such additional non-executive Directors to the committee or remove and replace members of the committee by resolution.

3. Purpose

The primary purpose of the committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:

(a) reviewing and approving the executive remuneration policy to enablethe Company to attract and retain executives and Directors who will create value for shareholders;

(b) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;

(c) recommending to the Board the remuneration of executive Directors;

(d) fairly and responsibly rewarding executives having regard to the performance of the Company and its subsidiaries (if any) (Group), the performance of the executive and the prevailing remuneration expectations in the market without rewarding conduct that is contrary tothe Company's vales or risk appetite and having regard to theCompany's commercial interest in controlling expenses;

(e) ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board;

(f) reviewing the Company's recruitment, retention and termination policies

and procedures for senior management;

(g) reviewing and approving the remuneration of direct reports to the Chief Executive Officer/Managing Director, and as appropriate other senior executives; and

(h) reviewing and approving any equity based plans and other incentive schemes.

4. Duties and Responsibilities

4.1 Executive Remuneration Policy

(a) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company toattract and retain executives and Directors who can create value for shareholders.

(b) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.

(c) Ensure that remuneration policies fairly and responsibly reward executiveshaving regard to the performance of the Company, the performance ofthe executive and prevailing remuneration expectations in the marketwithout rewarding conduct that is contrary to the Company's vales or riskappetite and having regard to the Company's commercial interest in controlling expenses.

4.2 Executive Directors and Senior Management

(a) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to theexecutive remuneration policy.

(b) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Chief Executive Officer/Managing Director. As part of this review the committee will oversee an annual performance evaluation of the seniorExecutive Team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development ofmanagement and personnel.

(c) Approve changes to the remuneration or contract terms of executive Directors and direct reports to the Chief Executive Officer/Managing Director.

(d) Approve termination payments to executive Directors or direct reports to the Chief Executive Officer/Managing Director. Termination payments to other departing executives should be reported to the committee at itsnext meeting.

4.3 Executive Incentive Plans (including Equity Based Plans)

(a) Review and approve the design of any executive incentive plans (Plans).

(b) Ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board.

(c) Review and approve any Plans that may be introduced in light of legislative, regulatory and market developments.

(d) For each Plan, determine each year whether awards will be made underthat Plan.

(e) Review and approve total proposed awards under each Plan.

(f) In addition to considering awards to executive Directors and direct reports to the Chief Executive Officer/Managing Director, review and approve 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.

(g) Review, approve and keep under review performance hurdles for eachPlan.

(h) Review, manage and disclose the policy (if any) under which participantsto a Plan may be permitted (at the discretion of the Company) to enterinto transactions (whether through the use of derivatives or otherwise)which limit the economic risk of participating in the Plan.

4.4 Other

The committee shall perform other duties and activities that it or the Boardconsiders appropriate.

5. Meetings

(a) The committee will meet at least once per year and additionally as circumstances may require.

(b) Meetings are called by the Secretary as directed by the Board or at therequest of the Chairman of the committee.

(c) A quorum shall comprise any two members of the committee. In the absence of the Chairman of the committee or appointed delegate, themembers shall elect one of their members as Chairman.

(d) Where deemed appropriate by the Chairman of the committee, meetings and subsequent approvals may be held or concluded by wayof a circular written resolution or a conference call.

(e) Decisions will be based on a majority of votes with the Chairman of thecommittee having the casting vote.

(f) The committee may invite any executive management team members or other individuals, including external third parties, to attend meetings ofthe committee, as they consider appropriate.

6. Secretary

(a) The Company Secretary or their nominee shall be the Secretary of thecommittee, and shall attend meetings of the committee as required.

(b) The Secretary will be responsible for keeping the minutes of meeting ofthe committee and circulating them to committee members and to theother members of the Board.

(c) The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.

7. Reliance on Information or Professional or Expert Advice

Each member of the committee is entitled to rely on information, or professionalor expert advice, to the extent permitted by law, given or prepared by:

(a) an employee of the Group whom the member believes on reasonablegrounds to be reliable and competent in relation to the matters concerned;

(b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or

(c) another Director or officer of the Group in relation to matters within the

Director's or officer's authority.

8. Access to Advice

(a) Members of the committee have a right to access the books and recordsof the Company to enable them to discharge their duties as committeemembers, except where the Board determines that such access wouldbe adverse to the Company's interests.

(b) The committee may consult independent experts to assist it in carryingout its duties and responsibilities. Any costs incurred as a result of the committee consulting an independent expert will be borne by the Company.

9. Review of Charter

(a) The Board will conduct an annual review of the membership to ensure that the committee has carried out its functions in an effective manner, and will update this charter as required or as a result of new laws or regulations.

(b) The charter shall be made available to members on request, to seniormanagement, to the external auditor and to other parties as deemedappropriate and will be posted to the Company's website.

10. Reporting

(a) The committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the committee's role and responsibilities.

(b) The committee must brief the Board promptly on all urgent and significantmatters.

The Company must disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and othersenior executives in the Annual Report and as otherwise required by law.