

OM Group Holdings Limited
(to be renamed TopBeta Holdings Limited)

ACN 164 521 395

Nomination and Remuneration Committee Charter

1. Introduction

- 1.1 The nomination and remuneration committee is a committee of the board of directors of OM Group Holdings Limited (to be renamed TopBeta Holdings Limited) ACN 164 521 395 (**Company** and, together with its controlled entities, the **Group**) (**Nomination and Remuneration Committee**).
- 1.2 The board of directors of the Company (**Board**) may either fulfil the role of the Nomination and Remuneration Committee itself or establish a separately constituted Nomination and Remuneration Committee under the Company's constitution, as is practicable given the size of the Board and the circumstances of the Group, including the nature of the Group's business, from time to time.
- 1.3 This charter sets out the scope of the Nomination and Remuneration Committee's responsibilities in relation to the Group.

2. Objective

- 2.1 The objective of the Nomination and Remuneration Committee is to help the Board achieve its objective to ensure that the Company:
- (a) has a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties and to bring transparency, focus and independent judgement to decisions regarding the composition of the Board;
 - (b) has coherent remuneration policies and practices to attract and retain executives and directors who will create value for shareholders;
 - (c) observes those remuneration policies and practices; and
 - (d) fairly and responsibly rewards executives having regard to the performance of the Group, the performance of the executives and the general external pay environment.

3. Nomination and Remuneration Committee composition

- 3.1 The Nomination and Remuneration Committee must comprise:
- (a) at least three directors;
 - (b) all non-executive directors; and
 - (c) a majority of independent directors,

and regard to diversity should be had in constituting the Nomination and Remuneration Committee.

- 3.2 If the Company is included in the S&P ASX 300 Index at the beginning of a financial year, the Nomination and Remuneration Committee must be comprised solely of non-executive directors.
- 3.3 The Nomination and Remuneration Committee will appoint its chairperson. The chairperson of the Nomination and Remuneration Committee must be an independent director.
- 3.4 The Board decides appointments, rotations and resignations within the Nomination and Remuneration Committee having regard to the Selection and Appointment of Directors Policy, ASX Listing Rules, the *Corporations Act 2001 (Cth)*, the *ASX Corporate Governance Principles and Recommendations (3rd edition)* and the Company's constitution.
- 3.5 Nomination and Remuneration Committee members may act by their alternate.

4. Nominations – responsibilities

- 4.1 The responsibilities of the Nomination and Remuneration Committee are:
- (a) identifying and recommending to the Board, nominees for membership of the Board including the Chief Executive Officer (**CEO**);
 - (b) being responsible for and disclosing 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. The current board skills matrix is included in the Group's diversity policy;
 - (c) identifying and assessing the necessary and desirable competencies and characteristics for Board membership, including:
 - (i) skills, expertise and background that add to and complement the range of skills, expertise and background of the existing directors;
 - (ii) diversity; and
 - (iii) the extent to which the candidate would fill a present need on the Board;
 - (d) establishing processes for identifying suitable candidates for appointment to the Board to ensure an appropriate mix of expertise, experience and succession;
 - (e) ensuring that the Company:
 - (i) develops and discloses a Board appointment process, which includes selection criteria having regard to the skills and experience outlined in the Group's diversity policy and the selection process for senior management positions;
 - (ii) undertakes appropriate checks before appointing a person, or putting forward to its shareholders a candidate for election, as a director, including checks as to a candidate's character, expertise, education, criminal record and bankruptcy history;
 - (iii) provides its shareholders with all material information relevant to a decision about whether or not to elect or re-elect a director (including information regarding independence);

- (iv) has a written agreement with each director and senior executive setting out the terms of his or her employment;
- (v) has and discloses a process for periodically evaluating the performance of the Board, its committees and individual directors;
- (vi) discloses in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with the process set out in clause 1(e)(v);
- (vii) has and discloses a process for periodically evaluating the performance of its senior executives; and
- (viii) discloses in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with the process set out in clause 1(e)(vii);
- (ix) ensuring that the Company has a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively, particularly in relation to accounting and changes in accounting standards;
- (x) ensuring succession plans for Board and senior executives are in place;
- (xi) recommending the removal of directors of the Board; and
- (xii) any other responsibilities as determined by the Nomination and Remuneration Committee or the board from time to time.

5. Performance of directors – responsibilities

5.1 The responsibilities of the Nomination and Remuneration Committee are:

- (a) annually reviewing the performance of the CEO;
- (b) establishing processes for evaluating the performance of the Board, both collectively and individually;
- (c) evaluating the performance of the Board, both collectively and individually;
- (d) reviewing whether the directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board and on Board committees effectively and, where any gaps are identified, considering what training or development could be undertaken to fill those gaps;
- (e) regularly assessing the independence of directors;
- (f) evaluating the performance of directors before they stand for re-election; and
- (g) any other responsibilities as determined by the Nomination and Remuneration Committee or the Board from time to time.

5.2 Members of the Nomination and Remuneration Committee must not participate in any review or assessment of their own performance.

- 5.3 After consulting with the other directors, the Nomination and Remuneration Committee will arrange for a suitable non-executive director to conduct a performance evaluation of the chairperson.

6. Remuneration policies and practices

- 6.1 Director and executive remuneration and incentive policies and practices must be performance-based and aligned with the Group's vision, values and overall business objectives.
- 6.2 Director and executive remuneration and incentive policies and practices must be designed to:
- (a) motivate the directors and executives to pursue the Group's long-term growth and success; and
 - (b) demonstrate a clear relationship between the Group's overall performance and the performance of directors and executives; and
 - (c) align the interests of directors and executives with the creation of value for shareholders.

7. Remuneration – responsibilities

- 7.1 The responsibilities of the Nomination and Remuneration Committee are:
- (a) reviewing and approving Board, director and executive remuneration and incentive policies and practices in line with relevant legislation and corporate governance principles relating to remuneration practices and employment policies, including the process by which any pool of directors' fees approved by shareholders is allocated to directors;
 - (b) considering and approving each executive director's total remuneration having regard to executive remuneration and incentive policies;
 - (c) determining if shareholder approval is needed for any change to remuneration of directors or executives;
 - (d) reviewing and approving, on the recommendation of the CEO, the total remuneration and terms of employment, and any subsequent changes thereto, of direct reports of the CEO;
 - (e) reviewing and approving on behalf of the Board, any report on executive remuneration that may be required and reporting to the Board as appropriate;
 - (f) reviewing and approving the design and total proposed payments from any executive incentive plan;
 - (g) reviewing and approving the proposed award to each executive under the rules of any executive incentive plan;
 - (h) reviewing and approving, and keeping under review, the performance hurdles for any executive incentive plan;
 - (i) ensuring that if the Company has an executive incentive plan, the Company:
 - (i) has a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) that limit the economic risk of participating in the scheme; and
 - (ii) disclose that policy or a summary of it;

- (j) reviewing the remuneration of non-executive directors for serving on the Board and any committee (both individually and in total);
- (k) reviewing superannuation arrangements for directors, senior executives and other employees;
- (l) assessing whether there is any gender or other inappropriate bias with respect to the remuneration for directors, senior executives or other employees;
- (m) recommending to the Board the remuneration, retirement and termination policies for non-executive directors having regard to market trends and shareholder interests;
- (n) ensuring the disclosure of any relevant information required in each annual report of the Company; and
- (o) any other responsibilities as determined by the Nomination and Remuneration Committee or the Board from time to time,

and making recommendations to the Board in relation to the matters above.

8. Nomination and Remuneration Committee meetings

- 8.1 The Nomination and Remuneration Committee will meet as often as it considers necessary.
- 8.2 The quorum for a Nomination and Remuneration Committee meeting is two Nomination and Remuneration Committee members.
- 8.3 Nomination and Remuneration Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 8.4 The Nomination and Remuneration Committee may invite anyone it considers appropriate to attend Remuneration Committee meetings.
- 8.5 The Nomination and Remuneration Committee must keep minutes of its meetings and shall report these regularly to the Board.
- 8.6 The Nomination and Remuneration Committee must disclose at the end of each reporting period the number of times that it met during the period and the individual attendances of its members at those meetings.

9. Access to information and independent advice

- 9.1 The Nomination and Remuneration Committee may seek any information that it considers necessary to fulfil its responsibilities.
- 9.2 The Nomination and Remuneration Committee has access to Management to seek explanations and information from Management, at the Company's cost.
- 9.3 The Nomination and Remuneration Committee may seek professional advice from appropriate external advisers, at the Company's cost. The Nomination and Remuneration Committee may meet with external advisers without Management being present.

10. Review and changes to this charter

The Nomination and Remuneration Committee will review this charter annually or as often as it considers necessary.

11. Approved and adopted

This charter was approved and adopted by the Board on 29 October 2015.