

ABACUS PROPERTY GROUP

NOMINATION AND REMUNERATION COMMITTEE CHARTER

Adopted: 2004

Amended: 14 April 2011; 15 February 2018

Purpose

The Nomination & Remuneration Committee (the **Committee**) is a committee of the board of Abacus Property Group (the **Company**). The Committee's primary functions are to:

- assess necessary and desirable competencies of board members;
- review board succession plans;
- evaluate the board's performance;
- make recommendations for the appointment and removal of directors to the board;
- develop measurable objectives and strategies to meet the objectives of the Diversity Policy and monitor the progress of the objectives
- make recommendations to the board on:
 - executive remuneration and incentive policies;
 - the remuneration packages of senior management;
 - recruitment, retention and termination policies for senior management;
 - incentive schemes;
 - superannuation arrangements; and
 - the remuneration framework for directors.

Membership and Term

The Committee shall consist a minimum of 3 directors, majority independent.

Appointment to the Committee will be for 1 year or as determined by the board.

A quorum shall be two members or any greater number determined by the Committee from time to time.

The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the board.

Chairman

The chairman of the Committee will be appointed by the board. Should the chairman be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to chair that particular meeting.

Frequency of Meetings

The chairman will call a meeting of the Committee if so requested by any

member of the Committee.

As a minimum, the Committee shall meet twice a year.

Committee Members' Interests

A member of the Committee is not entitled to be present when their own remuneration is discussed at a meeting. This does not apply to the remuneration for non-executive directors.

Secretary

The company secretary shall act as Secretary of the Committee.

Voting

Matters arising for determination at Committee meetings shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the chairman of the meeting, in addition to his deliberative vote, has a casting vote.

Access

The Committee shall have direct access to the Company's employees and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice it requires in order to assist it in meeting its responsibilities.

Nomination Duties

The duties of the Committee in relation to nomination matters include:

- making recommendations to the board about the appropriate size and composition of the board;
- setting a formal and transparent procedure for selecting new directors for appointment to the board;
- developing criteria for selection of candidates for the board in the context of the board's existing composition and structure;
- making recommendations to the board on the appointment and removal of directors;
- developing a plan for identifying, assessing, and enhancing director competencies;
- developing a succession plan for the board and regularly reviewing the

- plan to ensure that the plan maintains an appropriate mix of skills, experience, expertise and diversity on the board;
- reviewing the time required from a non-executive director and whether directors of the board are meeting this requirement;
 - ensuring that there is an appropriate induction program in place for new directors and members of senior management and reviewing its effectiveness.

Remuneration Duties

The duties of the Committee in relation to remuneration matters include:

- making recommendations to the board on remuneration policies and remuneration of directors;
- making recommendations to the board on remuneration and incentive policies packages of key executives;
- making recommendations to the board on recruitment, retention, and termination policies and procedures for senior management;
- making recommendations to the board on incentive schemes;
- making recommendations to the board on superannuation arrangements;
- making recommendations to the board on remuneration by gender;
- reviewing succession plans for senior management.

The Committee shall ensure that the board and senior management are provided with sufficient information to ensure informed decision making.

Reporting

Proceedings of all meetings are minuted and signed by the chairman or the chair of the Committee. Minutes of all Committee meetings are provided to the next board and Committee meeting.

Review of Charter

This charter is reviewed annually to ensure it remains consistent with the board's objectives and responsibilities.