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COMVITA LIMITED REMUNERATION, PEOPLE AND CULTURE AND NOMINATIONS COMMITTEE CHARTER

Approved by the Comvita Board: 15 August 2019

Next Review due: August 2020

1. Purpose and Authority

The Remuneration, People and Culture and Nominations Committee is a committee of the Board of Directors and it shall provide assistance to the Board in overseeing remuneration, human resources, culture, performance, health and safety related policies and strategies, and director nominations.

In discharging its oversight roles, the Committee is empowered to investigate any matter brought to its attention with full access to the people and records of the Company, and to retain external assistance as appropriate.

The Committee will make its recommendations to the full Board for approval. The Committee Chair shall maintain, as appropriate, direct lines of communication with the Chief Executive Officer, the Chief Financial Officer and the Chief People and Culture Officer.


2. Membership

The following are the membership requirements of the Committee:

- a. The full Board of Directors shall be responsible for the appointment and removal of Committee members by majority vote.
- b. There shall be not less than three members of the Committee and up to four members, with a majority being independent members of the Board of Directors. All members must be non-executive members.
- c. The Committee Chair shall be an independent member, and be appointed by the Board. The Chair shall not be the Board Chair, and the CEO shall not be a member of the Committee.
- d. Members shall be appointed for an initial two year term, with subsequent re-appointment being subject to annual review.
- e. The duties and responsibilities of the members of the Committee are in addition to those as a member of the Board of Directors.
- f. The Committee shall invite knowledge specialists as required to assist in fulfilling its objectives.

3. Meetings

- a. The Committee shall meet at least twice a year or more frequently if circumstances require.
- b. A meeting quorum will be two members.
- c. Management executives may only attend meetings at the invitation of the Committee. The CEO and Chief People and Culture Officer will normally be present at all meetings of the Committee by invitation.
- d. Meeting minutes will be made for each meeting, and all meeting minutes will be made available to all Directors on a timely basis.
- e. The Chair will report to the Board after each meeting.
- f. The proceedings of the Committee will be governed by the provisions of the Constitution that govern all meetings of directors, in as far as they are applicable.

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- g. Members of the Committee are expected to attend all scheduled committee meetings.
- h. Meetings can be held in person, by telephone or by video conference.


4. Objectives

To assist the Board to independently ensure that the Company adopts and complies with policies that:

- a. Attract, retain and motivate high calibre executives and directors so as to encourage enhanced performance by the Company.
- b. Are consistent with the human resource needs and values of the Company.
- c. Motivate management and directors to pursue the long-term growth and success of the Company within an appropriate control framework.
- d. Demonstrate a clear relationship between key executive performance and remuneration.
- e. Establish and maintain a strong health and safety culture in the business, and meet or exceed the Company's obligations under Health and Safety Legislation and best practice standards.
- f. Understand the health and safety risk profile and review the critical health and safety risks of the Company.

5. Duties and Responsibilities


- a. In addition to any other duties and responsibilities which have been assigned from time to time by the Board, the Committee has the responsibility and duty to:
 - i. Review and recommend to the Board candidates to be appointed to the position of Chief Executive Officer.
 - ii. Review and recommend to the Board the Chief Executive Officer's remuneration 'package'; exit provisions; performance targets; and conduct his/her performance reviews.
 - iii. Review the Chief Executive's remuneration 'package' recommendations for the Leadership team.
 - iv. Review the Chief Executive's recommendations re share incentive schemes.
 - v. Agree the company wide wage and salaries policies annually prior to management undertaking individual salary and wage reviews.
 - vi. Review and make recommendations to the Board with respect to overall employee remuneration, benefits, and incentive and/or share schemes in relation to company shareholder performance, talent development/recruitment, and productivity; and in relation to relevant national levels and practices.
 - vii. Set high level health and safety strategies for the Company; ensure the Company has a fit-for-purpose health and safety management system; monitor health and safety performance across the business; and annually review H&S strategy, the critical risks and systems.
 - viii. Improving health and safety knowledge within the Comvita Board by ensuring that all directors complete Institute of Directors Health and Safety Governance Training.
 - ix. Overview the risks and ensure the Company is in compliance with statutory Human Relations responsibilities, including all international jurisdictions, and ensure appropriate reviews are established.
 - x. Review and oversee the Human Resources global policies and strategies.
 - xi. Review and oversee the succession plans for the Chief Executive Officer, the Leadership Team and other key positions globally.
 - xii. Periodically review the organisation structure in conjunction with the Chief Executive Officer.

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- xiii. Administer the Board's programme to identify skills required on the Board and recommend suitable candidates for appointment to the Board.
- xiv. Review and recommend to the Board non-executive remuneration plans (Board and Board Committee Chair/ member fees, expenses, share plans etc.)
- xv. Make recommendations to the Board with respect to the measurable objectives set for achieving diversity.
- xvi. Undertake other related tasks or special investigations as directed by the Board.
- xvii. Review the Committee's Charter annually.

6. Nominations and Appointment of Directors

- a. The Committee identifies and recommends to the Board individuals for nomination as members of the Board and its committees. The Committee will take into account such factors as it deems appropriate, including experience, commercial skills and judgement, their independence, and the ability to work with other directors.
- b. Prior to recommending a candidate for nomination to the Board the Committee will:
 - i. Arrange for proper checks to be carried out (including with regard to the person's character, experience, qualifications, criminal record and bankruptcy history).
 - ii. Obtain key information about a candidate that is to be provided to the Board and to shareholders to assist their decision as to whether or not elect or re-elect a candidate (including biographical details, details of relevant skills and experience, details of other directorships held, if the person is standing for re-election, details of their term served, and any relevant adverse information).
 - iii. Consider and assess a candidate's independence in accordance with Listing Rule requirements.
 - iv. Ensure potential candidates understand the role of the Board and the time commitment involved.
- c. The Committee will assist the Board to put in place processes to review the performance of the Board, its committees and individual directors.
- d. The Committee will ensure all new directors enter into a written agreement with the Company, setting out the terms of their engagement, including:
 - i. The term of their appointment;
 - ii. The Company's expectations of the director;
 - iii. Expected time commitment;
 - iv. Remuneration entitlements;
 - v. Indemnity and insurance arrangements;
 - vi. Disclosure requirements;
 - vii. A requirement to comply with all corporate policies and charters;
 - viii. Rights of access to corporate information, including for regulatory or litigation purposes;
 - ix. Confidentiality obligations.

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7. Authorisation

- a. This Comvita Limited Remuneration, People and Culture and Nominations Committee Charter has been approved by the Board of Comvita as dated below:

15 August 2019

Board Meeting Date



August 2019

Signature, Chair

Date