



Powerhouse Ventures Limited (PVL)

HUMAN RESOURCES & REMUNERATION COMMITTEE CHARTER

1. Scope

The Human Resources and Remuneration Committee appointed by the Board of Directors of PVL performs the functions outlined in this charter for PVL and subsidiary companies.

The reference to the Board in the Charter means the Board of PVL and/or the Board of each entity referred to above.

Where the Board consists of fewer than 4 Directors, the Board may elect to not convene a separate Committee and may instead discharge the responsibilities of the Committee in the ordinary course of conducting the business of the Board.

2. Objectives

The role of the Human Resources & Remuneration Committee is to assist the Board in fulfilling its responsibilities in relation to the development, adoption and implementation of Remuneration and Human Resources Policies and related matters. All such policy is in place to satisfy legal and regulatory requirements to protect the Company from liability, improve organisational effectiveness and assist in the attainment of business goals.

3. Responsibilities

The duties and responsibilities of the Committee are as follows:

- recommend remuneration arrangements and structure of:
 - Board Members (noting shareholder approval may be required)
 - Managing Director / Chief Executive Officer (CEO) and other persons whose activities may in the Committee's opinion affect the soundness of the Company;
- reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
- review and make recommendations to the Board in respect of the Code of Conduct and other policies relating to ethical conduct;
- monitor and make recommendations to the Board in respect of organisational health (culture and engagement);
- conduct regular reviews of and make recommendations to the Board on the Remuneration Policy. This must include an assessment of the Remuneration Policy's effectiveness and compliance with relevant listing rules;
- recommend remuneration policy, superannuation and other related arrangements for staff;

- primary responsibility for the formulation and oversight of the Diversity Policy, noting the Corporate Governance and Nomination Committee's interest in ensuring the Board diversity aspect;
- consult with the Board and Management regarding the negotiation of Industrial Agreements or Contracts for Senior Staff;
- review and recommend agreements and contract content for the employment of senior staff;
- review and recommend to the Board on matters such as a company share scheme or other incentive schemes for senior executives and staff;
- ensure compliance with relevant Company Policies and legal requirements of employment (i.e. Workplace Health and Safety, Anti-Discrimination etc);
- monitor programmes to ensure Directors have skills in place to competently perform their roles (noting the Corporate Governance and Nomination Committee interest in this issue);
- monitor programmes to ensure Company staff have skills in place to competently perform their roles, including a review of the Company's succession plan (noting that this report is also of interest to the Audit & Risk Committee); and
- review the annual Remuneration Report for inclusion in the Annual Report where applicable and recommend its adoption to the Board.

4. Board Committee Standing Procedures

This Human Resources and Remuneration Committee Charter is to be read in conjunction with the separately documented Board Sub Committee Standing Procedures.