

# Remuneration Committee Charter

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# Charter: Remuneration Committee

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The Board of Directors of Pental Limited (the “**Company**”) has established a Remuneration Committee (the “**Committee**”).

This Charter establishes that the role of the Committee is to review and where appropriate make recommendations to the Board with respect to:

- human resources and remuneration practices and policies for the Company including, in particular, those governing the directors, the Chief Executive Officer and senior management and diversity across the Company;
- compliance with statutory responsibilities relating to remuneration disclosures;
- occupational health and safety issues;
- management succession planning and appointments and terminations; and
- the adequacy of professional indemnity and the Directors’ and Officers’ liability insurance policy.

The remuneration policies and practices of the Company should be designed to attract qualified and experienced candidates, retain and motivate directors, executives and employees of the highest calibre and quality in order to grow long term shareholder value.

The Committee is composed of all of the members of the Board. The Chairman of the Committee is appointed by the Board.

The Committee may invite any persons deemed appropriate, including management, to attend meetings and may take such independent advice as it considers necessary.

The Committee meets when required and upon the request of the Chairman of the Committee. The Committee is required to assess its effectiveness periodically. In addition, this Charter is required to be revised and updated as required.

## Approved and adopted

Revised version approved by the Board on 28 March 2013.