

Remuneration Committee Charter

Charter: Remuneration Committee

Membership

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

The Company Secretary of the board will be the Secretary of this Committee.

Meetings

The Remuneration Committee will meet at least two times a year or more frequently as necessary. Where required Committee meetings may be held via teleconference or videoconference.

An agenda and meeting papers including briefing papers will be prepared and provided in advance to members and where considered appropriate non-members invited to attend the Remuneration Committee.

The agenda shall be decided by the Chairman after consultation with the other members of the Committee and the Chief Executive Officer (CEO) of Pental Limited.

Minutes of meetings will be prepared and circulated to all members of the Committee.

A quorum for a committee meeting will be a majority of committee members.

Meeting attendance by Non-members

The CEO is expected to attend, although not necessarily for the full duration of the meeting, by invitation on a regular basis.

Review

The Committee will conduct a review every two years of its performance and effectiveness. This process will include a review of this charter.

Role and Responsibilities

The role of the Remuneration Committee is to advise the Board in relation to the compensation, bonuses, incentive and incentive issues of the directors, CEO and staff including:

- i) The remuneration of non-executive directors;
- ii) The remuneration of the CEO, within the terms of the employment contract, on an annual basis;
- iii) The CEO's recommendation regarding staff remuneration;
- iv) The CEO's performance and key performance indicators in order to determine annual bonus components;
- v) The CEO's recommendation as to the appropriate KPIs and performance by executives underlying executive incentive plans (including equity-based plans);
- vi) Ex gratia payments to the CEO, senior executives and other employees;
- vii) The Company's remuneration and incentive policies being aligned to the long term growth and success of Pental Limited.

Approved and Adopted

Revised Version approved by the Board on 21st March 2019.