

# **Boulder Steel Limited**

## **Nominations and Remuneration Committee**

### **Charter**

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#### **1. Objectives**

The Nominations and Remuneration Committee (NRC) has been established by the Board of Boulder Steel Limited (Boulder) to support and advise the Board by:

- a) Assisting the Board in reviewing and approving the remuneration of the Senior Executive Director and other senior executives of Boulder;
- b) Providing advice to the Board with respect to the remuneration of Directors and other members of Board committees;
- c) Advising the Board with respect to establishing and maintaining a process for the review of the performance of the Board, its individual members and senior executives of Boulder;
- d) Reviewing the performance of the Senior Executive Director and other senior managers against agreed performance targets;
- e) Developing succession plans for the Senior Executive Director and senior managers; and
- f) Advising the Board with respect to suitable candidates for nomination to fill vacancies on the Board.

#### **2. Authority**

The NRC has the specific authority delegated by the Board under this Charter and is empowered to seek any information or explanations it requires from management, internal and external auditors or other external parties as necessary.

#### **3. Specific Responsibilities**

In order to fulfil its responsibilities to the Board, the NRC will:

- a) Consider and approve Boulder's policy for deciding executive remuneration for each executive on a total cost to the company basis comprising base pay, incentive payments, retirement benefits and other payments under service contracts in line with executive remuneration policy;
- b) Monitor the continued relevance of the executive remuneration policy and other executive benefit initiatives;
- c) As appropriate, consider seeking shareholder approval of the executive remuneration policy;
- d) Engage management or external advisors to provide information to the Board to assist it in its deliberations for the purpose of recommending an appropriate level of remuneration for non-executive Directors and non-executive members of Board committees;
- e) Periodically assess the skills required to competently discharge the Board's obligations considering the strategic direction of Boulder and report to the Board the outcome of that assessment;
- f) Make recommendations to the Chairman of Boulder about how the skill levels possessed by the present members of the Board might be enhanced;
- g) Implement a process for the identification of suitable candidates for appointment to the Board having regard to the skills required relative to the skills represented by the current members of that Board;
- h) Make recommendations to the Board in respect of candidates it considers appropriate for appointment to Board positions or as senior executives of subsidiaries of Boulder.

#### **4. Composition**

The NRC will comprise a minimum of two members of whom at least two shall be Directors of Boulder.

- a) The Board may co-opt persons other than Boulder Directors to membership of the NRC;
- b) A majority of members must be independent or non-executive members;
- c) The Board may appoint or replace members to or from the NRC by resolution;

- d) Members of the NRC may withdraw from membership by written notice to the Chairman of the Board;
- e) The Board will nominate the Chairman of the NRC (such person will be an independent or non-executive member who is not the Chairman of the Board).

## **5. Procedural Requirements**

- a) The NRC will meet not less than twice per annum and as frequently as may otherwise be required;
- b) A quorum of the NRC will comprise two members, of whom at least one must be an independent or non-executive i.e. a member who is not an executive of any company within the Boulder Steel Limited group of companies;
- c) All members are expected to diligently prepare for, attend, and participate in all NRC meetings;
- d) Participation in meetings of the NRC may be facilitated by telephonic or other means of telecommunication;
- e) Decisions of the NRC may be passed by a properly convened Committee meeting or by a circular resolution of its members;
- f) If the Chairman of the NRC is absent from a meeting and no acting Chairman has been appointed, the members present may choose one of those present to act as Chairman for that meeting;
- g) The NRC may seek such independent legal, accounting or other professional advice or assistance from external parties as it considers necessary or desirable to fulfil its objectives, at the reasonable expense of Boulder;
- h) Following each NRC meeting, the Chairman will report to the Board on any matter that should be brought to the Board's attention, and on any NRC recommendation that requires Board approval or action;
- i) The Company Secretary will act as secretary of the NRC and will provide such assistance as may be required by the Chairman in relation to the preparation of the agenda, minutes or papers for the NRC;
- j) As necessary or desirable, the Chairman may invite management, or other external advisors to be present at NRC meetings.

## **6. Annual Review**

The NRC will prepare and provide to the Board annually:

- (a) A self-evaluation of its performance against its Charter, goals and objectives;
- (b) Recommended goals and objectives for the coming year; and
- (c) Recommended changes or improvements to its Charter if necessary.

The annual review shall be done by way of a written report to the Board by the Chairman of the NRC.

## **7. Revisions of this Charter**

The Board is responsible for reviewing the effectiveness of this Charter and the operations of the NRC and considering any amendments to this Charter.

**First Adopted November 2006**  
**Revised 30 September 2009**