
E. BOARD COMMITTEE STANDING RULES

1. Application of these Rules

- 1.1 These rules shall apply to, and be deemed incorporated into the Charter of:
- (a) the Audit and Risk Management Committee; and
 - (b) the Nominations, Remuneration and Governance Committee.

2. Committee Membership

- 2.1 Each Standing Committee will exclusively comprise non-executive directors who satisfy the criteria for independence as stated in Section 6 of the Board Charter.
- 2.2 The Chairman of the Board shall be a member of each Standing Committee provided that he or she satisfies the criteria for independence as stated in Section 6 of the Board Charter, but is not eligible to be the chairman of the Audit and Risk Management Committee.
- 2.3 Minimum membership of each Standing Committee will be two directors.
- 2.4 The quorum for any Standing Committee meeting shall be any two members, which may include the Chairman of the Board.
- 2.5 Members will be appointed by the Board, and shall serve at the discretion of the Board and for a term determined by the Board. The Board shall appoint one member of each Standing Committee as its chairperson.
- 2.6 Any director may attend (but not vote at) a meeting of a Standing Committee of which he or she is not a member, for discussion on particular areas of interest to that director.

3. Meetings

- 3.1 Standing Committee meetings may be held by means of conference call or similar communications equipment by means of which Board meetings may be held under the relevant provisions of the Corporations Law.

4. Performance Evaluation

- 4.1 Each Standing Committee shall provide to the Board an annual performance evaluation report of that Committee, which may be either oral or written, that:
- (a) assesses the performance of the Committee with the requirements of its Charter;
 - (b) sets forth the goals and objectives of the Committee for the upcoming year;
 - (c) considers the skill set of the Committee; and
 - (d) recommends to the Board any improvements to the Committee's charter.