



## **MAp NOMINATION & REMUNERATION COMMITTEE CHARTER**

### **1. PURPOSE**

The purpose of this Nomination and Remuneration Committee Charter is to set out the authority delegated to the Nomination and Remuneration Committee (**Committee**) established by the board of directors of MAp Airports Limited and to set out the role, responsibilities, membership and operation of the Committee.

### **2. ROLE OF THE COMMITTEE**

#### **2.1 Nomination**

The Committee assists and advises the board on:

- (a) director selection and appointment practices;
- (b) director performance evaluation processes and criteria;
- (c) board composition; and
- (d) succession planning for the board, CEO and oversight of the succession planning process for senior executives,

to ensure that the MAp boards are of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of MAp.

#### **2.2 Remuneration**

The Committee also assists and advises the board on remuneration framework, policies and practices for MAp directors and staff. The policies and practices are designed to:

- (a) enable MAp to attract, retain and motivate directors and staff who will create value for security holders;
- (b) be fair and appropriate having regard to the performance of MAp and the relevant director or staff member; and
- (c) comply with relevant legal requirements.

#### **2.3 Diversity**

The Committee also assists and advises the board to establish and monitor strategies to promote workplace diversity in the MAp group.

### **3. NOMINATION RESPONSIBILITIES**

The Committee is responsible for:

- (a) identifying and making recommendations regarding the necessary and desirable competencies of directors;

- (b) making recommendations regarding the size of the boards so that the size encourages efficient decision making;
- (c) developing and reviewing the process for the selection, appointment and re-election of directors;
- (d) identifying and making recommendations to the boards for the appointment of new board and board committee candidates, having regard to their skills, experience, expertise and other best practice governance requirements;
- (e) overseeing the development and implementation of a process for evaluating the performance the boards, board committees, and directors individually; and
- (f) reviewing board and senior executive succession plans and processes, including for the CEO and being conscious of each director's tenure, to maintain an appropriate balance of skills, experience, expertise and diversity.

#### 4. REMUNERATION RESPONSIBILITIES

The Committee is responsible for:

- (a) developing, reviewing and making recommendations on the remuneration framework, policies and practices for the non-executive directors and staff to ensure that they:
  - (i) motivate directors and senior executives to pursue MAp's long term growth and are linked to performance;
  - (ii) are designed to attract and retain high performing directors, senior executives and employees;
  - (iii) are designed to provide a clear link between reward and security holder value;
  - (iv) are reasonable and fair including from a gender equity perspective; and
  - (v) are in line with current governance and legal developments.
- (b) regularly reviewing any equity based incentive scheme, including consideration of performance thresholds and regulatory and market requirements;
- (c) reviewing and making recommendations regarding key terms of appointment for directors, the CEO and other senior executives;
- (d) reviewing and approving any proposed termination payments to the CEO and senior executives; and
- (e) reviewing and making recommendations regarding MAp's remuneration related reporting in the financial statements and

remuneration report. The Committee will liaise with the Audit & Risk Committee in undertaking this responsibility.

## 5. DIVERSITY

The Committee is responsible for:

- (a) developing a diversity policy and diversity reporting framework for approval by the board; and
- (b) annually reviewing:
  - (i) the relative proportion of women and men in the workforce at all levels;
  - (ii) measurable objectives for achieving gender diversity; and
  - (iii) progress towards achieving those objectives.

## 6. DELEGATION

The Committee may delegate any of its powers and responsibilities as the Committee thinks appropriate for the administration of director, senior executive and employee share, option or other plans, to senior management.

## 7. MEMBERSHIP

### 7.1 Composition and size

The Committee will consist of at least three members, a majority of whom are independent, non-executive directors.

### 7.2 Chairman

Members of the Committee will vote among themselves to elect the chairman of the Committee. The Chairman of the Committee will be an independent, non-executive director. If, for a particular Committee meeting, the Committee chairman is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chairman for the meeting.

### 7.3 Secretary

The company secretary of MAp Airports Limited is the secretary of the Committee.

## 8. COMMITTEE MEETINGS AND PROCESS

### 8.1 Frequency and calling of meetings

The Committee will meet at least twice a year and more frequently as required. The chairman must call a meeting of the Committee if requested by any member of the Committee.

### 8.2 Quorum

Two directors constitute a quorum for meetings of the Committee.

### 7.3 Reporting to the board

The chairman of the Committee will report to the board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next board meeting after each Committee meeting.

**8.4 Access to information and advisers**

The Committee will have the appropriate resources to discharge its duties and responsibilities, including engaging appropriate consultants.

**9. REVIEW AND AMENDMENT OF THE CHARTER**

The Committee will review its charter from time to time and report to the board any changes it considers should be made. The charter may be amended by resolution of the board.

**10. CHARTER HISTORY**

15 December 2009 – adopted

7 March 2011 - revised

18 May 2011 - revised