



QMS MEDIA LIMITED
("Company")

Remuneration, Nomination & Corporate Governance Committee Charter

Role of Committee

- 1 The Remuneration, Nomination & Corporate Governance Committee (**Committee**) has been established by the board of directors of the Company (**Board**). Its functions are to support and advise the Board in fulfilling its responsibilities to shareholders, employees, and other stakeholders of the Company and its related bodies corporate (**DOM Group**) in relation to governance and oversight of the Company's remuneration and nomination policies practices that enable it to attract and retain directors and senior management and appropriately align the interests of management to those of stakeholders. The Committee will endeavour to ensure that:
 - (a) the directors and senior management of the Company are remunerated fairly and appropriately;
 - (b) the Company's remuneration policies and outcomes strike an appropriate balance between the interests of the Company's shareholders, and rewarding and motivating the Company's executives and employees in order to secure the long term benefits of their energy and loyalty;
 - (c) the human resources policies and practices are consistent with, and complementary to, the strategic direction and objectives of the DOM Group as determined by the Board;
 - (d) the composition of the Board and Board committees (including the Committee) reflects appropriate skills, expertise and diversity;
 - (e) proper succession plans for non-executive directors and senior management are in place;
 - (f) the Board implements appropriate corporate governance policies and that Company performance against corporate governance policies is critically reviewed.

Specific Remuneration Responsibilities

- 2 In order to fulfil its remuneration responsibilities to the Board, the Committee will:

Policy

- (a) review and make recommendations regarding the general remuneration strategy for the Company;
- (b) manage a remuneration framework for executive and non-executive directors;
- (c) review and make recommendations regarding changes in remuneration policy and practices, including superannuation and other benefits;
- (d) review and evaluate market practice and trends in remuneration matters;

Executive director and senior management remuneration

- (e) oversee the implementation of executive and senior management remuneration within the Company;
- (f) review and make recommendations to the Board regarding executive and senior management remuneration including, but not limited to, base pay, incentive payments, equity awards and service contracts, taking into account their performance;

Non-executive director remuneration

- (g) review and establish the level of remuneration, including superannuation and any equity incentives, for non-executive directors. The level of director remuneration is to be set so as to attract the best candidates for the Board while maintaining a level commensurate with boards of similar size and type;
- (h) review and make recommendations to the Board regarding changes to non-executive director remuneration, taking into account their responsibilities and performance;

Performance review

- (i) determine criteria for assessing performance;
- (j) implement regular performance reviews;
- (k) review and report to the Board on the outcomes of performance and remuneration reviews of senior management and non-executive directors;

Short term incentives

- (l) review, at least annually, and make recommendations regarding short term incentives for management, employees and contractors;

Employee incentive and other equity based plans

- (m) review, at least annually, and make recommendations to the Board regarding the design of all equity based plans;
- (n) keep all plans under review in the light of legislative, regulatory and market developments;
- (o) for each plan, determine each year whether awards will be made under that plan;
- (p) review and make recommendations to the Board regarding proposed aggregate and individual awards under each plan;
- (q) review and make recommendations to the Board regarding the administration and allocation of individual interests in awards which are held in a trust or similar structure;
- (r) review, make recommendations to the Board and keep under review performance hurdles for each equity based plan;

Claw back policy

- (s) if the Company becomes aware of any material misstatement in its financial statements for any of the immediately preceding three financial years or some other event occurs as a result of which any person should not have received some or all performance based remuneration the Committee may make recommendations to the Board to claw back the overpayment. The claw back may include:
 - (i) requiring the relevant person to pay back the overpaid amount in full; or
 - (ii) adjusting current year incentives or fixed remuneration to take account of the overpayment.

Reporting

- (t) consider and manage the disclosure of remuneration requirements in the Company's public documents; and
- (u) consider whether shareholder approval of executive on non-executive director remuneration is required.

Nomination Responsibilities

- 3 In relation to its nomination function, the Committee is required to:
- (a) periodically assess both the skills desired and required to discharge the Board's duties, having regard to the strategic direction of the Company;
 - (b) develop a process for evaluating the performance of the Board, its committees, the Board Chair, the executive and non-executive directors, and the other individual members of the Board;
 - (c) critically review the skills, performance, and effectiveness of the Board, its committees, the Board Chair, the executive and non-executive directors, and the other individual members of the Board;
 - (d) establish criteria for Board membership;
 - (e) review the size and composition of the Board;
 - (f) review the time commitment required from non-executive directors and whether existing non-executive directors are meeting that requirement;
 - (g) establish with each candidate for a non-executive directorship their commitments outside the Company and the time involved with each, and obtain from each a written statement confirming they are able to dedicate sufficient time to the position;
 - (h) develop and review disclosure about a formal and transparent process for selection, appointment and re-appointment of directors, including criteria for selection of candidates, steps taken to ensure a diverse range of candidates are selected and how any gaps in the skill or experience of the board are identified;
 - (i) evaluate and propose candidates for directorships to the Board having regard to the desired composition of the Board as stated in the Company's Board Charter, as well as the particular skills, experience, expertise and diversity

that will best increase the effectiveness of the Board having regard to the competencies held by existing directors;

- (j) inform the Board of the names of directors who are retiring in accordance with the provisions of the Constitution or as required by the ASX Listing Rules and make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director. In order to make these recommendations, the Committee will review the retiring director's performance;
- (k) propose measurable objectives to assist the Company achieve gender diversity for adoption by the Board, annually review the Company's progress in meeting each objective and report to the Board on the effectiveness of the objectives and the Company's progress;
- (l) establish and facilitate an induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board;
- (m) require non-executive directors to inform both the Board Chair and the Chair of the Committee (**Committee Chair**) before accepting any new directorships;
- (n) identify any specific responsibilities of individual Board members, including the Board Chair;
- (o) provide to directors continuing education for the purpose of updating and maintaining their skills and knowledge;
- (p) review succession planning for the executive directors and other senior management of the Company including in regard to maintaining an appropriate mix of skills, experience, expertise, and diversity; and
- (q) review the membership and performance of other Board committees and make recommendations to the Board.

Corporate Governance Responsibilities

- 4 In relation to its corporate governance function, the Committee is required to:
- (a) review developments in corporate governance in Australia and internationally which may be relevant to the Company and to the expectations of shareholders and other stakeholders;
 - (b) monitor the corporate governance requirements of regulators, including the ASIC and the Corporate Governance Council of the ASX;
 - (c) review and monitor developments in ethical guidelines and standards for directors;
 - (d) advise senior management of its obligation to provide to the Board all information required by it to discharge its responsibilities, including any information specifically requested by the Board;
 - (e) advise the Board on corporate governance standards, and on the adoption or amendment of corporate governance policies that would be appropriate for the Company;

- (f) advise the Board of the appointment, role, and removal of the Company Secretary;
- (g) assist the Board in developing the measurable objectives required under the Company's Diversity Policy and in developing initiatives aimed at achieving these objectives;
- (h) review the Company's progress in meeting the measurable objectives set in accordance with the Diversity Policy and report to the Board on this progress, any recommendations of the committee and the relative proportions of men and women at all levels in the organisation;
- (i) assess annually the Company's corporate governance standards including the adequacy and effectiveness of the Company's corporate governance policies and whether they require amendment or new policies should be adopted, and report to the board on the results of the review together with any recommendations of the Committee;
- (j) review annually the Company's compliance with its corporate governance policies and procedures, and report to the Board on the results of the review together with any recommendations of the Committee; and
- (k) assist the Board to prepare the Company's corporate governance disclosure statements in its Annual Report (or as otherwise disclosed in accordance with the ASX Listing Rules).

Human Resource Responsibilities

- 5 In relation to its human resource function, the Committee is required to:
- (a) review succession planning for the executive directors and other senior management of the Company and provide advice to the Board on progress;
 - (b) review the recruitment, retention and termination policies and procedures for senior management;
 - (c) review the benefits for employees; and
 - (d) review executive development programs to ensure they are appropriate for the Company's needs.

6 Advice

Where the Committee's responsibilities include making a recommendation to the Board, the Committee may request management or external consultants to provide necessary information and advice upon which the Board may make its determination.

7 Approvals

Before implementing any of the following proposals the Board will request the Committee to review the proposal and make a recommendation to the Board in relation to it:

- (a) any change to the remuneration or contract terms of the executive directors or any senior management of the Company;

- (b) any amendment to any short term incentive scheme adopted by the Company and allocation of sums under the short term incentive scheme to directors or senior management;
- (c) the design of any new employee incentive or other equity plan, or the amendment of any existing employee incentive or other equity plan;
- (d) the total level of award proposed from employee incentive or other equity plans; and
- (e) any termination payment to the executive directors and any other senior management of the Company. A termination payment to any other departing executive must be reported to the Committee at its next meeting. The Committee is not to recommend a termination payment in cases of removal for misconduct.

Composition

- 8 The Committee must have at least three members and will comprise a majority of independent directors.
- 9 Members of the Committee will be appointed and removed by decision of the Board. A member of the Committee may resign from the Committee by notice to the Board.
- 10 The Board will nominate the chair of the Committee (**Chair**) from time to time who must be an independent non-executive director of the Company.

Procedural Requirements

- 11 The Committee will meet as required but not less than two times a year.
- 12 Meetings of the Committee will be convened on reasonable notice issued by the Board or by any two members of the Committee by notice to all members of the Committee.
- 13 A quorum of the Committee will comprise two members, one of whom must be the Chair, in the absence of the Chair, another independent director. However all members are expected to attend and participate in Committee meetings.
- 14 If the Chair is absent from a meeting and no acting chair has been appointed, the members present may choose one of them to act as chair for that meeting.
- 15 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.
- 16 Non-committee members may be invited to attend meetings by the Chair.
- 17 Each member of the Committee will have one vote on all matters.
- 18 The Chair will not have a casting vote. If there is a tied vote, the motion will lapse.
- 19 A member of the Committee must not participate in the review of their own performance.
- 20 A member must not be present for discussions at a Committee meeting on, or vote on a matter regarding, his or her election, re-election, or removal.
- 21 A member of the Committee must not be present for discussions on, or vote in a matter regarding, his or her own remuneration or a specific remuneration policy that

affects him or her. However a member who is a non-executive director may be present and vote in relation to the remuneration of non-executive directors.

- 22 The Committee must be provided with such internal resources as it considers necessary or desirable to fulfil its objectives.
- 23 The Committee may seek such advice from any external parties or professional advice as it may consider necessary or desirable to fulfil its objectives.
- 24 Following each meeting the Chair will report to the Board on any matter which should be brought to the Board's attention and on any recommendation of the Committee which requires Board approval or action, and provide to the Board sufficient information upon which to make a decision in that regard.

Committee Secretary

- 25 The Company Secretary will act as secretary of the Committee.
- 26 The Company Secretary is to attend all Committee meetings or to otherwise receive an update from the Committee Chair to ensure that accurate minutes are taken of each Committee meeting.
- 27 Minutes of meetings of the Committee will be prepared for approval by the Committee and circulated to the members of the Board.
- 28 The Company Secretary will provide such assistance as may be required by the Chair including in relation to preparation of the agenda, minutes or papers for the Committee.

Annual Review

- 29 The Committee will prepare and provide to the Board annually:
 - (a) a self-evaluation of its performance against this charter;
 - (b) recommended goals and objectives for the coming year; and
 - (c) recommended changes or improvements to this charter if necessary.
- 30 The annual review must be done by way of a written report to the Board by the Chair.

Revisions of this Charter

- 31 This charter and any amendments to it must be approved by the Board.
- 32 The Committee is responsible for review of the effectiveness of this charter and the operations of the Committee and to make recommendations to the Board of any amendments to this charter.

Date: 10 April 2015