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**FLUENCE CORPORATION LIMITED
ACN 127 734 196
("Company")**

**REMUNERATION & NOMINATION COMMITTEE
CHARTER**

Updated 14 September 2017

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Constitution

The Remuneration & Nomination Committee will be established by resolution of the Board. Until such time that a Committee is constituted, the full Board of the Company will act in its place.

Membership

The Remuneration & Nomination Committee shall be appointed by the Board from among the Directors of the Company. Where possible, the Committee shall consist of not less than three members with at least one Director being an independent non-executive Director.

Directors will be appointed to the Remuneration & Nomination Committee for a term of three years or such shorter time as they remain in the office of Director.

The Board may appoint one member of Senior Executive Management to be a member of the Committee if they deem that their expertise is crucial in adding value to the Committee.

Chairman

The Remuneration & Nomination Committee shall appoint any Director as the Chairman of the Committee.

Secretary

The Company Secretary shall be the Secretary of the Remuneration & Nomination Committee.

Quorum

A quorum shall be two members.

Meeting Frequency

Remuneration & Nomination Committee meetings will be held not less than once a year to enable the Committee to undertake its role effectively.

Authority

The Remuneration & Nomination Committee is authorised by the Board to perform the duties defined in this Charter. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Remuneration & Nomination Committee.

The Remuneration & Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Remuneration & Nomination Committee if it considers this necessary.

The Remuneration & Nomination Committee is required to make recommendations to the Board on all matters within the Remuneration & Nomination Committee's charter.

Reporting Procedures

The Secretary shall circulate the minutes of the meetings of the Remuneration & Nomination Committee to all members of the Committee for comment and change before being signed by the Chairman of the Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Remuneration & Nomination Committee meeting along with any recommendations of the Remuneration & Nomination Committee.

Duties

The duties of the Remuneration & Nomination Committee are to:

Remuneration duties

1. Assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for directors and senior executives;
2. Assess each market where the Company operates to ensure that senior executives are being rewarded commensurate with their responsibilities;
3. Obtain the best possible advice in establishing salary levels;
4. Set policies for senior executives' remuneration;
5. Review the salary levels of senior executives and make recommendations to the Board on any proposed increases;
6. Review recommendations from the CEO relating to proposed merit increases for direct reports;
7. Propose, for full Board approval, the terms and conditions of employment for the CEO;
8. Undertake a review, which will be reported to and confirmed by the full Board, of the CEO's performance, at least annually, including setting with the CEO goals for the coming year and reviewing progress in achieving those goals;
9. Set the criteria for negotiating any enterprise bargain agreement;
10. Review the Company's recruitment, retention and termination policies and procedures for senior management;
11. Review and make recommendations to the Board on the Company's equity based and financial incentive schemes;
12. Review and make recommendations to the Board on the Company's superannuation arrangements; and
13. Review the remuneration of both executive and non-executive Directors and make recommendations to the Board on any proposed changes.

Nomination duties

1. Developing and regularly reviewing a policy on Board structure.
2. Developing criteria for Board membership.
3. Identifying and screening specific candidates for nomination.
4. Ensuring there is an appropriate induction and orientation program in place.
5. Making recommendations to the Board for committee membership.
6. Ensuring there is an appropriate Board succession plan in place.
7. Ensuring that the performance of each Board member and the Board as a whole is reviewed annually.
8. Developing with Directors an appropriate training and development program.

9. Overseeing management's succession planning including the CEO and his/her direct reports.
10. Assisting the Chairman in advising Directors about their performance and possible retirement.
11. Reviewing the policy in respect of tenure, remuneration and retirement of Directors.