

**NOMINATION & REMUNERATION COMMITTEE OF
HBF HEALTH LIMITED. AND SUBSIDIARIES
TERMS OF REFERENCE**

In these Terms of Reference:

“Group” means HBF and each of its subsidiaries;

“HBF” means HBF Health Limited;

“Remuneration Policy” means the remuneration policy established approved and maintained by HBF in accordance with any regulatory standards.

1. Objectives

- 1.1 The primary objective of the Committee is to assist the Group boards in fulfilling their responsibilities relating to the appointment and remuneration of members of the Group boards and senior executive personnel of the Group.
- 1.2 The Committee will also provide advice and recommendations on any related matters of significance, which may be referred to it by the Group boards from time to time.

2. Responsibilities

The duties of the Committee are as follows:

2.1 Board Composition

- 2.1.1. Review and advise on the composition, (including size, membership criteria, skills, experience, knowledge, succession, and renewal) of the Group boards and committees;
- 2.1.2. Recommend the processes and procedures required to effectively manage board composition;
- 2.1.3. Monitor and advise on enhancing the competencies of directors to meet the changing regulatory and strategic environment;
- 2.1.4. Identify the specific characteristics, skills, experience and expertise required when recruiting new directors;
- 2.1.5. Review the time required from directors to carry out their duties; and
- 2.1.6. Recommend appointments to subsidiary boards and committees.

2.2 Board Selection and Removal

2.2.1. In accordance with the Group policies on composition and renewal identify, comment and recommend for consideration:

- (a) By the Group boards, prospective nominees to the Group boards;
- (b) By the HBF Council, prospective nominees to the board of HBF Health Limited; and
- (c) By the Group boards, the tenure and retirement of directors of the Group boards; and

2.2.2. Recommend the removal of any director from the Group boards.

2.3 Remuneration

2.3.1. Review, advise and make recommendations on the remuneration of directors of the Group boards and any director remuneration pool;

2.3.2. Annually review and recommend to the Group boards on the appropriateness of any performance based arrangements for the CEO and approve the appropriateness of any performance based arrangements for the CEO's direct reports;

2.3.3. Make annual recommendations on the contractual and remuneration arrangements (including incentive and termination payments) of the CEO, and annually approve the contractual and remuneration arrangements (including incentive and termination payments) of the CEO's direct reports and any other persons covered by the Remuneration Policy or specified by regulatory authorities; and

2.3.4. Ensure superannuation arrangements for the Group are appropriate.

2.4 Board and Director Performance

2.4.1. Provide the framework for the annual review of board and director performance and oversee the evaluation process; and

2.4.2. Assess the fitness and propriety of directors against the criteria in relevant policies.

2.5 Director Training and Development

2.5.1. Review and advise on the training, development and induction of the Group boards and the processes and procedures required to carry out those duties.

2.6 Regulator Engagement

2.6.1. Be readily available to meet with regulatory authorities on request.

3. Powers

3.1 The Committee is authorised to take independent professional advice, and secure the attendance of advisers with relevant experience at meetings, as it considers necessary.

3.2 The Committee has no executive powers in relation to its findings and recommendations, except as delegated by the Group boards.

4. Membership

4.1 The Committee shall comprise non-executive directors of the board of HBF and a majority must be independent. The number of Committee members must be at least 3 and composition shall take into account the existence of various subsidiaries within the Group.

4.2 Composition of the Committee shall be reviewed by the board of HBF on an annual basis.

4.3 The Committee shall collectively have experience in setting remuneration and sufficient industry knowledge to allow for effective alignment of remuneration with prudent risk taking.

4.4 A quorum shall be two (2) members of the Committee and only members of the Committee are entitled to vote at meetings.

4.5 The Chairman of the Committee will be selected by the board of HBF and will be independent.

4.6 The Secretary or Minutes Secretary of the board of HBF shall be the Secretary of the Committee.

5. Meetings

5.1 Meetings shall be held approximately 4 times in each financial year, or as required.

5.2 The Secretary in conjunction with the Chairman shall prepare an agenda for each meeting. The Agenda shall be circulated prior to each meeting to the members of the Committee. The Chief Executive Officer and Chairmen of the Group boards will be circulated with the Notice of the Meeting and any one of them may seek leave from the Chairman of the Committee to attend the meeting to participate in discussion on an agenda item.

5.3 The Committee shall, through its appropriate representative, report the findings and recommendations of the Committee to the board of HBF and the boards of any subsidiary to which those findings and recommendations are relevant and the minutes of the Committee shall be presented to the first meeting of those boards following any meeting of the Committee.

5.4 Minutes of the meetings of the Committee will be approved by the Committee at its next meeting.

6. Access to the Committee for Subsidiary Boards

6.1 Subsidiary boards will have unfettered access to the Committee.

7. Performance Review

7.1 The Committee will assess its performance on an annual basis.

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