

GOVERNANCE AND REMUNERATION COMMITTEE CHARTER

PURPOSE

The purpose of the Governance and Remuneration Committee (GRC) Charter is to outline the role, responsibilities and authority of the GRC to ensure a formal and transparent process is followed for the remuneration of Directors' and senior executives of Abano Healthcare Group Limited.

DEFINITIONS

Abano refers to Abano Healthcare Group Limited, also referred to as **the Company**

Abano Group refers to Abano Healthcare Group Limited and all its subsidiaries

Board and Directors are the Board and Directors of Abano, unless specifically referred to as board and directors of a subsidiary business owned by Abano

GRC is the Governance and Remuneration Committee of Abano

Subsidiary businesses are included in the Abano Group definition unless specifically referred to as a subsidiary business

CHARTER OVERVIEW

This Charter covers the following areas:

- Role
- Composition
- Procedure
- Responsibilities and Duties
- Members' Powers and Authority
- Accountability to the Board

CHARTER DETAILS

Role

The role of the GRC ("the Committee") is to assist the Board:

- In the establishment of remuneration policies and practices for the Company, and in discharging the Board's responsibilities related to remuneration.
- Setting and review of the remuneration of the Abano CEO. Oversight of the remuneration of the direct reports of the Abano CEO.
- Identifying and recommending candidates for Board membership, taking into account such factors as it deems appropriate, including diversity and tenure, capability, skill sets, experience, qualifications, judgement and the ability to work with other Directors.

The framework for setting Directors' and senior executives' remuneration is set out in the Company's Remuneration Policy.

Composition

The Committee shall comprise of three non-executive directors, of whom at least two must be independent. The Chair of the Committee shall not be the Chair of Abano Healthcare Group Limited.

Procedure

The Committee will meet at least twice per year. Agendas and minutes of all meetings shall be circulated to all Directors.

Responsibilities and Duties

Specifically, the Committee should:

- Oversee and review the remuneration policies and practices of the Company
- Review, in accordance with the Company's remuneration policies and practices, all components of the remuneration of the Abano CEO and have oversight of such other senior Abano executives as the Board may from time to time determine including the CFO and subsidiary business general managers.
- Review the terms of employment contracts
- Review the terms of the Company's short and long term incentive plans
- Review Abano management succession planning
- Review Abano management training and development
- Make recommendations in regards to the above items for Board approval
- Identify and recommend candidates for Board membership, taking into account such factors as it deems appropriate, including diversity and tenure, capability, skill sets, experience, qualifications, judgement and the ability to work with other Directors.
- Review remuneration packages of non-executive directors
- Make recommendations to the Board with regard non-executive directors' remuneration for ratification by shareholders

Members' Powers and Authority

The Committee is not a decision making body. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

The Committee will make recommendations to the Board on all matters requiring a decision. The Committee is authorised by the Board at the expense of the Company, to obtain such outside

information and advice, including market surveys and reports and to consult with such management consultants and other advisers as it necessary to carrying out its responsibilities.

COMPLIANCE MONITORING AND REPORTING

The Board regularly reviews this Committee Charter and makes recommendations on any changes to the Board. The Board reviews performance against the Committee Charter on an annual basis.

REVIEW AND APPROVAL

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| Reviewed and approved | By the Board | 24 November 2015 |
| Next review date | | February 2018 |