



Boral Limited Remuneration & Nomination Committee Charter

Updated and adopted by Boral Limited Board 5 December 2019

Boral Limited
ABN13 008 421 761

Remuneration and Nomination Committee Charter

1. Role and Authority

The role of the Remuneration and Nomination Committee (**Committee**) is to assist the Board of Boral Limited in fulfilling its responsibilities by reviewing, advising and making recommendations to the Board on:

Remuneration

- remuneration and incentive policies and practices (including performance appraisal methodology and pay equity considerations) for Boral generally;
- whether the Group's remuneration policies are aligned with Boral's values, strategic objectives, culture and risk appetite;
- remuneration arrangements for the CEO and the CEO's direct reports (including performance appraisal methodology);
- whether remuneration outcomes are consistent with the Company's remuneration philosophy, are aligned with the Company's performance and the shareholder experience, and demonstrate alignment between executive reward and shareholder value;
- recruitment, retention and termination policies and practices;
- any Company share plan or other incentive scheme, and any significant changes to the terms of existing incentive schemes;
- the structure of Boral's short term incentive plan, including performance measures and the depth of STI participation;
- superannuation arrangements insofar as they are relevant to remuneration policies and practices;
- the remuneration framework and the structure of the arrangements for non-executive Directors, and
- the Remuneration Report for inclusion in Boral's Annual Report.

Nomination

- identification and recommendation of suitable candidates for appointment to the Board;
- the Board skills matrix, including whether it covers the skills needed to address existing and emerging business and governance issues relevant to Boral;
- succession planning policy and approach generally, and the succession plan for the Chief Executive Officer in particular;
- developing and implementing procedures for the Board's periodic evaluation of its performance and the endorsement of retiring directors seeking election, and
- Board induction and the provision of appropriate training and development opportunities for Directors as required.

The Committee is also responsible for reviewing and recommending to the Board strategies on board gender diversity and diversity in general, and for regularly reviewing these strategies. This includes reviewing the Group's measurable objectives and the progress being reported against those objectives as disclosed in the Group's Corporate Governance Statement.

In carrying out its responsibilities the Committee has full authority to investigate all matters that fall within the terms of reference of this Charter. Accordingly, the Committee may:

- obtain independent professional advice in the satisfaction of its duties at the cost of Boral; and
- have such direct access to the resources of Boral, as it may reasonably require, including employees.

The Committee acts primarily as an advisory body to the Board and in making recommendations to the Board. The Committee does not, as of itself, have the power or authority of the Board in dealing with the matters on which it advises except where certain powers are specifically set out in this Charter or are otherwise delegated by the Board.

2. Composition

The Committee shall comprise at least three non-executive Directors the majority of whom the Board considers to be independent.

The Chairman of the Committee is to be selected by the Board, and shall be one of the independent directors. A quorum for Committee Meetings is two members of the Committee.

3. Meetings

The Committee shall meet not less than four times a year or more frequently as circumstances require.

Non-executive Directors who are not members of the Committee may attend any Committee Meeting to observe proceedings.

The CEO & Managing Director, the Group HR Manager, the Remuneration & Benefits Manager and the Company Secretary shall be available to attend all Committee Meetings. The Committee may invite such other members of the management team and such other people as it deems appropriate to attend the Committee and to provide information as necessary so that the Committee may be fully informed on the relevant matter.

Committee Minutes will be confirmed at the following Meeting of the Committee and shall be noted by the Board at the appropriate time.

4. Reporting

The key matters discussed at each Committee Meeting are to be ordinarily reported by the Chairman of the Committee to the Board at the next most appropriate Board Meeting. The report should cover all matters relevant to the Committee's role and responsibilities including:

- recommendations regarding matters within the scope of this Charter;
- matters required by any listing rule, legislation, regulatory body or other regulatory requirement;
- matters proposed for inclusion in the Annual Report, including the Remuneration Report, and
- other matters that require Board action or approval.

The Committee will also consider if any material matters arising out of each Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

5. Other matters

The Committee shall review this Charter at least annually and, if appropriate, recommend changes to the Board.

The Committee shall also perform any other activities consistent with this Charter that the Committee or Board deem appropriate.