



## **Helix Resources Limited**

A.C.N. 009 138 738

### **CORPORATE GOVERNANCE POLICIES AND PRACTICES MANUAL REMUNERATION POLICY AND COMMITTEE**

#### **1. Remuneration Policy**

The Remuneration Policy of Helix Resources Limited and its controlled entities ("the Company") has been put in place to ensure that:

- (a) remuneration policies and systems support the Company's wider objectives and strategies;
- (b) Directors' and Senior Executives' remuneration is aligned to the long-term interests of Shareholders within an appropriate control framework; and
- (c) there is a clear relationship between the executive's performance and remuneration.

#### **2. Remuneration Committee**

The Board has decided there are no efficiencies to be gained from forming a separate remuneration committee and hence the current board members carry out the roles that would otherwise be undertaken by a remuneration committee with each director excluding themselves from matters in which they have a personal interest.

The Board considers and recommends:- compensation arrangements for the Managing Director and senior Executives; remuneration policies and practices; retirement termination policies and practices; Company share schemes and other incentive schemes; Company superannuation arrangements and remuneration arrangements for members of the Board.

#### **2. Overall Remuneration Structure**

Remuneration paid by the Company should be reasonable and fair, taking into account the Company's legal and industrial obligations, labour market conditions and scale of business. Remuneration comprises a base salary, benefits and may include Long Term and Short Term incentives to provide reward for materially improved Company performance.

The Managing Director and Senior Executive's remuneration is reviewed on an annual basis by the members of the Board. From time to time, a review of the total remuneration package by an independent consultant in this field may be undertaken to provide an independent reference point.

Any termination payments for the Executive Director's are agreed in advance. The Managing Director and Technical Director are not entitled to any additional termination payments under their Service Agreements except for compensation for the employment period for the remainder of the term of their agreement.

#### **3. Structure of Remuneration for Non-Executive Directors**

Non-Executive Directors should be adequately remunerated for their time and effort and the risks involved. Non-Executive Directors are remunerated to recognise the responsibilities, accountabilities and associated risks of Directors.

A Non-Executive Director's performance and remuneration is reviewed on an annual basis. Performance reviews are conducted by the Chairman.

Non-Executive Director's Fixed Remuneration will usually comprise the following elements:

- (a) cash remuneration; and
- (b) superannuation contributions made by the Company.

Non-Executive Directors are eligible to receive Bonus Options under the Company's employee option scheme, subject to approval by Shareholders.