



MatrixView Limited

Nomination and Remuneration Committee Charter

1. Introduction

The Board has established a Nomination and Remuneration Committee (“Committee”). This Charter contains separate charters for each of those functions.

1.1 Organisation

This Charter governs the operations of the Committee. The Committee will review and reassess the Charter at least annually and, if amendments are required, will obtain the approval of the Board.

1.2 Membership

The Committee will consist of members of the Board and will comprise at least three directors that have diverse and complementary backgrounds. The majority of the members of the Committee must be non-executive directors and the majority of members should be independent. In addition, the Committee chairman is to be independent and is to have leadership experience.

The independence of members of the Committee will be determined in accordance with the Company’s Policy on Independence of Directors.

The Board appoints the chairman of the Committee.

1.3 Operations

The Committee will meet at least twice a year. Additional meetings may occur as the Committee or its chairman determines.

The Committee will keep minutes of all of its proceedings and will report its actions to the next meeting of the Board. Committee members will be provided with copies of the minutes at each meeting and any action is to be resolved by unanimous consent or referred to the full Board.

2. Nomination Charter

2.1 Purpose

Shareholders of the Company have the ultimate ability to determine who should represent them on the Board of MatrixView. However, it is recognised that the Committee should take responsibility for evaluating and reviewing the performance of the Board and its individual members.

The Committee is also responsible for assisting potential directors to understand the duties, responsibilities and the criteria that the Board considers appropriate for selection of directors. The Committee may invite candidates to meet with them to discuss their nomination and explain the role of the Board, the election process and the criteria adopted by the Board.

2.2 Nomination Duties and Responsibilities

The principal nomination responsibilities of the Committee are to:

- (a) establish the criteria for selection of directors;
- (b) recommend to the Board which directors are to stand on each Board Committee;
- (c) seek individuals qualified to become Board members for recommendation to the Board;
- (d) conduct appropriate inquiries into the backgrounds and qualifications of possible Board nominees;
- (e) determine each proposed Board nominee's qualifications for service on the Board. Each nominee should be a person of integrity and be committed to devoting the time and attention necessary to fulfil his or her duties to the Company;
- (f) assess the suitability of individuals in accordance with the director selection criteria identified by the Committee and attached to this Charter;
- (g) annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders;
- (h) receive comments from all directors and to report annually to the Board with an assessment of the Board's performance. The Committee is to discuss that report with the Board after the end of each financial year;
- (i) annually review the composition of the Board, each committee and to present recommendations for committee memberships to the Board as needed;
- (j) assist the Board in annual evaluation of the Managing Director;

- (k) review and discuss with the Board and senior executives, plans for professional development and corporate succession plans; and
- (l) review and reassess the adequacy of this Charter and to recommend any proposed changes to the Board for approval.

3. Remuneration Charter

3.1 Purpose

In fulfilling its obligations in relation to remuneration, the Committee aids the Board in discharging its responsibilities relating to compensation of the Company's officers.

3.2 Remuneration Duties and Responsibilities

The principal responsibilities of the Committee in relation to remuneration are to:

- (a) review the competitiveness of MatrixView's executive compensation programs to ensure:
 - that MatrixView is able to attract and retain officers;
 - that officers are motivated to achieve MatrixView's business objectives; and
 - that the interests of key leaders are aligned with the long-term interests of the shareholders;
- (b) review trends in compensation, oversee the development of new compensation plans and, when necessary, approve the revision of existing plans;
- (c) in the absence of the Managing Director, prepare a compensation recommendation for presentation to the Board for it to discuss and ratify based on the Board's annual evaluation of the Managing Director's performance. In determining its recommendation, the Committee will consider:
 - MatrixView's performance and relative shareholder return;
 - the compensation of managing directors or chief executive officer at comparable companies;
 - the rewards given to the Managing Director in past years; and
 - other factors the Committee regards as relevant;
- (d) review and recommend to the Chairman of the Board the compensation of the Managing Director and elected corporate officers

at appropriate time periods. The Committee will make recommendations to the Board as to incentive compensation plans and equity-based plans. The Committee will take account of each individual's performance, MatrixView's overall performance and comparable compensation paid to similarly-situated officers in comparable companies.

- (e) review and approve submissions from the Managing Director, the compensation proposals for all key senior executives at appropriate time periods. The Committee will take account of each individual's performance, MatrixView's overall performance and comparable compensation paid to similarly-situated officers in comparable companies.
- (f) review and recommend to the Board employment agreements, severance arrangements, retirement arrangements, and any special or supplemental benefits for each officer of Matrixview;
- (g) review and make recommendations as to long-term incentive compensation plans - including the use of stock options and other equity-based plans. Except as otherwise delegated by the Board, the Committee will act on behalf of the Board to administer equity-based and employee benefit plans. In that role, the Committee will discharge any responsibilities imposed on the Committee under those plans - including making and authorising grants, in accordance with the terms of those plans;
- (h) at its discretion, form and delegate authority to subcommittees when appropriate;
- (i) regularly report to the Board; and
- (j) periodically review and reassess the adequacy of this Charter and MatrixViews' remuneration policy and recommend any proposed changes to the Board for approval.

4. External consultants

The Committee has the authority to retain and terminate any firm to be used to identify director candidates and to assist in relation to compensation. The Committee also has authority to approve consulting fees and other retention terms and to obtain advice and assistance from internal or external legal, accounting or other advisers.

5. Committee performance

The Board will evaluate the performance of the Committee at least annually to determine whether it is functioning effectively by reference to current best practice.

