



Remuneration Committee Charter

The Board of Directors of Gowing Bros Limited (the "**Company**") has established a Remuneration Committee (the "**Committee**"). This Charter establishes that the role of the Committee is to review and where appropriate make recommendations to the Board with respect to:

- human resources and remuneration practices and policies for the Company including, in particular, those governing the directors, the Managing Director and senior management and diversity across the Company; and
- compliance with statutory responsibilities relating to remuneration disclosures.

The remuneration policies and practices of the Company should be designed to attract qualified and experienced candidates, retain and motivate directors, executives and employees of the highest calibre and quality in order to grow long term shareholder value.

The Committee is composed of one independent non-executive member of the Board and the Managing Director. The Chairman of the Committee shall be an independent non-executive member of the Board and is appointed by the Board.

The Committee may invite any persons deemed appropriate, including management, to attend meetings and may take such independent advice as it considers necessary.

The Committee meets when required and upon the request of the Chairman of the Committee.

The Committee is required to assess its effectiveness periodically. In addition, this Charter is required to be revised and updated as required.

First approved: 17 December 2012