

LOMBARD GROUP

REMUNERATION [REM] COMMITTEE CHARTER

1. Purpose

The purpose of the committee is to regularly review, and recommend changes to, executive remuneration [including directors, Chief Executive Officer (CEO), Chief Financial Officer (CFO) and senior management as appropriate] to ensure that it is at an appropriate level, and effectively managed, to best advance the business objectives of the company.

2. Terms of Reference

The committee shall:

- At least annually, and in sufficient time to commission any study, survey and/or advice, review directors fees and determine whether those fees are appropriate and make recommendations to the Board to put forward any proposed increase to be considered by shareholders at the Annual General Meeting;
- Consider and make recommendations to the Board on any payment to be made to a retiring director under any article of the Constitution. Provided however that a member should not participate in any discussions with respect to a payment to that member and that the Board shall nominate another alternate for such discussions;
- From time to time review the remuneration package of the CEO and make recommendations to the Board on any changes to the CEO's remuneration;
- At least annually review the CEO's performance and establish any performance criteria and individual targets for the CEO;
- Consider and recommend to the Board any performance bonus to be paid to the CEO in accordance with the CEO employment contract;
- From time to time review the remuneration policy and practices, in respect to the CFO and the senior management team and provide guidance and/or directives to the CEO on senior management remuneration;
- Attend to any other matter put to the committee for consideration by the Board and, as appropriate, the management of the company.

The Committee may commission any study survey and/or advice that it sees fit to assist it in its consideration of any matter.

3. Membership

The committee shall have at least two members both of whom shall be independent directors. The members of the committee are Lawrence Bryant and David Wallace.

4. **Attendance**

The committee may invite an advisor or advisors including any member of the management team to attend meetings of the committee to provide information and assistance to the committee as required

5. **Meetings**

The committee shall meet at least once per annum

6. **Quorum**

A quorum for the committee shall be all members of the committee

7. **Records**

The committee shall ensure that minutes are kept of all meetings of the committee which shall be available to all directors of the company.

Adopted the 1st day of February 2006