
SCHEDULE 2

PERFORMANCE EVALUATION POLICY

As part of the annual review of the performance of the Board, the appropriate size, composition and terms and conditions of appointment to and retirement from the Board are considered. The level of remuneration for non-executive Directors is considered with regard to practices of other public listed companies and the aggregate amount of fees approved by shareholders. The Board also reviews the appropriate criteria for Board membership collectively.

The Board has established formal processes to review its own performance and the performance of the individual Directors (including the Managing Director, or the Executive Chairman, as the case may be) annually.

Board

The Board conducts an annual review of the role of the Board, assessing its performance over the previous 12 months and examining ways of assisting the Board in performing its duties more effectively.

The annual review includes consideration of the following measures:

- (a) comparing the performance of the Board against the requirements of its Charter;
- (b) assessing the performance of the Board over the previous 12 months having regard to the corporate strategies, operating plans and the annual budget;
- (c) reviewing the Board's interaction with management;
- (d) reviewing the type and timing of information provided to the Board by management;
- (e) reviewing management's performance in assisting the Board to meet its objectives; and
- (f) identifying any necessary or desirable improvements to the Board charter.

The method and scope of the performance evaluation will be set by the Board and may include a Board self-assessment checklist to be completed by each Director. The Board may also use an independent adviser to assist in the review.

Non-Executive Directors

The Chairman will have primary responsibility for conducting performance appraisals of non-executive Directors, in conjunction with them, having particular regard to:

- (a) contribution to Board discussion and function;
- (b) degree of independence including relevance of any conflicts of interest;
- (c) availability for and attendance at Board meetings and other relevant events;
- (d) contribution to Company strategy;
- (e) membership of and contribution to any Board committees; and
- (f) suitability to Board structure and composition.

Where the Chairman, following a performance appraisal, considers that action must be taken in relation to a Director's performance, the Chairman must consult with the remainder of the Board regarding whether a Director should be counselled to resign, not to seek re-election, or in exceptional circumstances, whether a resolution for the removal of a Director be put to shareholders.

Managing Director and other Executive Directors

The Board will annually review the performance of the Managing Director, or the Executive Chairman, as the case may be, and other Executive Directors. At the commencement of each financial year, the Board and Managing Director, or the Executive Chairman, as the case may be, will agree a set of generally Company specific performance measures to be used in the review of the forthcoming year.

These will include:

- (a) financial measures of the Company's performance;
- (b) the extent to which key operational goals and strategic objectives are achieved;
- (c) development of management and staff;
- (d) compliance with legal and Company policy requirements; and
- (e) achievement of key performance indicators.

Senior Executives

The Managing Director, or Executive Chairman, as the case may be, is responsible for assessing the performance of the senior executives within the Company which directly report to him. This is to be performed through a formal performance appraisal process and measured against key performance indicators, including the business performance of the Company, and agreed at the beginning of each financial year.