

Aquila

Terms of Reference Remuneration Committee

1. Membership

The committee shall be comprised of at least two directors.

Appointments to the committee shall be made by the board for up to three years (with a maximum of two additional three-year extensions). The chair of the committee must also be an independent non-executive director. In the chair's absence, the committee can elect a member to chair a meeting.

2. Secretary

The company secretary, or his/her nominee, will act as secretary of the committee, ensuring the committee receives information and papers in a timely manner.

3. Quorum

The quorum necessary for the transaction of business shall be two members.

4. Frequency of Meetings

The committee shall meet at least twice a year and otherwise as required.

5. Notice of Meetings

Meetings will be called by the secretary at the chair's request. Notice of each meeting including venue, time & date, and an agenda to be forwarded to each member no fewer than five working days before the meeting is scheduled.

6. Minutes of Meetings

The secretary will take the minutes, including names. Draft minutes should be circulated promptly. Once approved by the committee, minutes should be distributed to the rest of the board unless the chairman decides otherwise.

7. Annual General Meeting

The chairman should attend the AGM to answer shareholder questions on the committee's activities.

8. Duties

The committee shall be responsible for:

- Setting the remuneration policy for executive and non-executive directors, including pension and compensation payments. No-one can be involved in their own remuneration process.

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- Recommending and monitoring the level and structure of senior management remuneration.
- Reviewing the ongoing relevance of remuneration policy.
- Approving and determining targets for any performance-based pay schemes.
- Ensuring contractual terms of termination are fair; and
- Overseeing any major change in employee benefits.

9. Reporting Responsibilities

The committee chairman must report to the board after every committee meeting, on all matters within the committee's duties, making any recommendations the committee sees fit. The committee will also make sure it follows existing regulation on disclosure of information, and create an annual remuneration report to be presented to shareholders at the AGM.

10. Other Matters

The committee will have access to the company secretariat and appropriate and timely training. It will obey the law and arrange periodic reviews of its own performance, at least annually.

11. Authority

The committee is authorised by the board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.