

Osprey Medical Inc ARBN 152 854 923

Nomination and Remuneration Committee Charter

1. Introduction

- 1.1 The Nomination and Remuneration Committee is a committee of the board of directors of Osprey Medical Inc (**Company**).
- 1.2 The board established the Nomination and Remuneration Committee under the Company's ByLaws.
- 1.3 This charter sets out the scope of the Nomination and Remuneration Committee's responsibilities in relation to the Company and its related bodies corporate (**Group**).

2. Objective

The objective of the Nomination and Remuneration Committee is to help the board achieve its objective to ensure the Company:

- (a) has a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- (b) has coherent remuneration policies and practices to attract and retain executives and directors who will create value for shareholders;
- (c) observes those remuneration policies and practices; and
- (d) fairly and responsibly rewards executives having regard to the performance of the Group, the performance of the executives and the general external pay environment.

3. Nominations - responsibilities

The responsibilities of the Nomination and Remuneration Committee are:

- (a) identifying and recommending to the board, nominees for membership of the board including the chief executive officer;
- (b) identifying and assessing the necessary and desirable competencies and characteristics for board membership and assessing the extent to which those competencies and characteristics are represented on the board;
- (c) establishing processes for identifying suitable candidates for appointment to the board to ensure an appropriate mix of expertise, experience and succession;
- (d) ensuring succession plans for board and executives are in place;
- (e) recommending to board the removal of directors; and
- (f) any other responsibilities as determined by the Nomination and Remuneration Committee or the board from time to time.

4. Performance of directors - responsibilities

4.1 The responsibilities of the Nomination and Remuneration Committee are:

- (a) annually reviewing the performance of the chief executive officer;

- (b) establishing processes for evaluating the performance of the board, both collectively and individually;
 - (c) evaluating the performance of the board, both collectively and individually; and
 - (d) any other responsibilities as determined by the Nomination and Remuneration Committee or the board from time to time.
- 4.2 A member of the Nomination and Remuneration Committee must not participate in any review or assessment of their own performance.

5. Remuneration policies and practices

- 5.1 Executive remuneration and incentive policies and practices must be performance based and aligned with the Group's vision, values and overall business objectives.
- 5.2 Executive remuneration and incentive policies and practices must be designed to:
- (a) motivate the directors and management to pursue the Group's long term growth and success; and
 - (b) demonstrate a clear relationship between the Group's overall performance and the performance of executives.

6. Remuneration - responsibilities

- 6.1 The responsibilities of the Nomination and Remuneration Committee are:

Executive remuneration and incentive policies

- (a) reviewing and approving executive remuneration and incentive policies and practices;

Executive directors and senior executives

- (b) considering and approving each executive director's total remuneration having regard to executive remuneration and incentive policies;
- (c) determining if shareholder approval is needed for any change to remuneration of directors or executives;
- (d) reviewing and approving, on the recommendation of the chief executive officer the total remuneration and terms of employment, and any subsequent changes thereto, of direct reports of the chief executive officer;
- (e) reviewing and approving on behalf of the board any report on executive remuneration that may be required and reporting to the board as appropriate;

Executive incentive plans

- (f) reviewing and approving the design and total proposed payments from any executive incentive plan;
- (g) reviewing and approving the proposed award to each executive under the rules of any plan;
- (h) reviewing and approving and keeping under review the performance hurdles for any equity based plan;

Non-executive directors

- (i) reviewing the remuneration of non-executive directors for serving on the board and any committee (both individually and in total);

- (j) recommending to the board the remuneration, retirement and termination policies for non-executive directors having regard to market trends and shareholder interests; and

Other responsibilities

- (k) any other responsibilities as determined by the Nomination and Remuneration Committee or the board from time to time.

7. Nomination and Remuneration Committee composition

7.1 The Nomination and Remuneration Committee should ideally comprise:

- (a) at least 3 directors;
- (b) all non-executive directors; and
- (c) a majority of independent directors.

7.2 The ASX Corporate Governance Council recognises that smaller companies may face particular issues in attaining all of its recommendations at the outset and that the corporate governance practices of a company will evolve in the light of changing circumstances. While the Company will aim to have a majority of independent non-executive directors on the Nomination and Remuneration Committee, this may not always be possible, particularly while the Company's operations are at the development and initial commercialisation stage.

7.3 The Nomination and Remuneration Committee will appoint its chairperson. The chairperson of the Nomination and Remuneration Committee must be an independent director.

7.4 The board decides appointments, rotations and resignations within the Nomination and Remuneration Committee having regard to the ASX Listing Rules, the *Corporations Act 2001* (Cth) and the Company's Bylaws.

7.5 A Nomination and Remuneration Committee member may act by their alternate.

8. Nomination and Remuneration Committee meetings

8.1 The Nomination and Remuneration Committee will meet as often as it considers necessary.

8.2 The quorum for a Nomination and Remuneration Committee meeting is [3] Nomination and Remuneration Committee members.

8.3 Nomination and Remuneration Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.

8.4 The Nomination and Remuneration Committee may invite anyone it considers appropriate to attend Nomination and Remuneration Committee meetings.

8.5 The Nomination and Remuneration Committee must keep minutes of its meetings and shall report these regularly to the board.

9. Access to information and independent advice

9.1 The Nomination and Remuneration Committee may seek any information it considers necessary to fulfil its responsibilities.

9.2 The Nomination and Remuneration Committee has access to management to seek explanations and information from management, at the Company's cost.

- 9.3 The Nomination and Remuneration Committee may seek professional advice from appropriate external advisers, at the Company's cost. The Nomination and Remuneration Committee may meet with external advisers without management being present.

10. Review and changes to this charter

The Nomination and Remuneration Committee will review this charter annually or as often as it considers necessary.

11. Approved and adopted

This charter was approved and adopted by the Board on February 28, 2012.