

Corporate Governance Statement

Principle 8: Remunerate fairly and responsibly

Companies should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear.

Recommendations and response:

R8.1: The board should establish a remuneration committee.

Norton knows that recognition and reward are key factors in attracting and retaining the skills required to achieve the performance expected by the board, management and shareholders.

The board acts as a Remuneration Committee and has not established a separate committee or specific charter for that purpose. The board has established general guidelines for the performance of this function in a formal set of Board Protocols is available on the corporate governance webpage.

R8.2: Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.

Total remuneration paid to non-executive directors may not exceed the limit set by shareholders at the annual general meeting (currently \$(complete)). The remuneration of the non-executive directors is fixed rather than variable. In relation to executive remuneration, the board takes advice regarding the nature and direction for the Company's remuneration practices. The board ensures that a significant proportion of each senior manager's remuneration is linked to his or her performance and the Company's performance.

Performance reviews are conducted regularly to determine the proportion that will 'at risk' for the upcoming year. Norton executives participate in an option scheme that is linked to Norton's share performance. Remuneration is also benchmarked against the Company's peers in the resources industry.

The remuneration structure for directors and senior executives is reported in the remuneration section of the [Company's Annual Report](#).

R8.3: Companies should provide the information indicated in the Guide to reporting on Principle 8.

Information related to Principle 8 is presented above and in the [Company's Annual Report](#).