



REMUNERATION, NOMINATION AND GOVERNANCE COMMITTEE CHARTER

The Board of Directors (**Board**) of HT&E Limited (**Company**) have established a Committee of the Board known as the Remuneration, Nomination and Governance Committee (**Committee**).

1. Purpose of the Committee

- 1.1. The Committee is to assist the Board to fulfil its responsibilities to shareholders in relation to remuneration, nomination and governance matters within the Company and its controlled entities (**Group**).
- 1.2. The Committee is to ensure remuneration, nomination and governance policies and practices are consistent with the strategic goals of the Group and are relevant to the achievement of those goals.
- 1.3. In general, the Committee is responsible for recommending to the Board for approval:

Remuneration Matters

- a) remuneration arrangements and all reward outcomes for Executive Directors, the Chief Executive Officer (**CEO**) and direct reports to the CEO;
- b) fee arrangements for Non-Executive Directors;
- c) remuneration by gender (or other criteria supporting diversity); and
- d) significant changes in remuneration policy and structure, including superannuation, employee equity plans and benefits;

Nomination Matters

- e) composition of the Board;
- f) succession planning;
- g) Board performance evaluation; and
- h) nomination of Directors and performance development;

Governance Matters

- i) Corporate Governance Statements and corporate governance policies.



2. Membership

- 2.1. The Board will determine the members of the Committee and the Committee Chair from time to time. The Committee will have a minimum of three members at any time.
- 2.2. The Committee Chair must be an independent Non-Executive Director.
- 2.3. The Committee will comprise solely of Non-Executive Directors who are free from any business or other relationship that, in the opinion of the Board, would materially interfere with the exercise of his or her independent judgement as a member of the Committee.
- 2.4. Committee members are expected to have (or commit to gain) and maintain an appropriate level of knowledge and understanding of remuneration, nomination and corporate governance practices, as well as legal and regulatory requirements relating to remuneration, nomination and corporate governance. Committee members will be required to regularly refresh their knowledge and understanding.

3. Quorum

- 3.1. The presence of one half of the members of the Committee (rounded upwards if not a whole number) is necessary to constitute a quorum. No business may be transacted unless a quorum is present.
- 3.2. Members may be present in person, or by direct electronic communication such as telephone or video link.
- 3.3. Resolutions may be passed or approved by means of a circular resolution as required.

4. Meetings

- 4.1. The Committee will meet at least three times per year, or more frequently if required by the Board or the Committee Chair.
- 4.2. Any two members of the Committee may call a meeting of the Committee by giving reasonable notice to all members.
- 4.3. If the Committee Chair is absent from a meeting and no acting Chair has been appointed for that meeting, Committee members present at that meeting shall select a Committee member from those present to chair that meeting (subject to a quorum).
- 4.4. Board Non-Executive Directors who are not Committee members may attend Committee meetings at any time, and will receive, upon confirmation of intention to attend, copies of the Committee papers to be considered at that meeting.
- 4.5. The Committee Chair may invite any guest they think fit, including the CEO, to attend any Committee meeting. Copies of the Committee papers to be considered at that meeting will be provided to the guest at the Committee Chair's discretion.
- 4.6. Neither the CEO nor any other guest may attend Committee meetings during discussions regarding their own remuneration or regarding matters in which they have a personal interest. Neither the CEO nor any other guest has any voting rights at any Committee



meeting regardless of the resolution being considered.

- 4.7. At any time the Committee may appoint or remove the Secretary to the Committee. The Secretary will take minutes of each Committee meeting, which will be provided to the Board for noting as soon as practicable after each Committee meeting. Where no secretary has been appointed by the Committee, the Company Secretary of the Company, or his/her designated representative, will serve as Secretary to the Committee.
- 4.8. The agenda for each Committee meeting, as well as documents to be considered at each meeting, will be distributed to Committee members within a reasonable period prior to that meeting.

5. Powers

- 5.1. The Committee is authorised to appoint advisors to assist the Committee to carry out its functions.
- 5.2. The Committee will have free access at all times to internal risk, legal and financial control personnel and any other parties required in carrying out its duties.
- 5.3. The Committee may request access to external parties as required in carrying out its duties.
- 5.4. The Committee has the power to call any internal individuals to attend Committee meetings and may request the attendance of external parties.
- 5.5. Any Committee expenditure must be notified to the Board at the next available Board meeting.

6. Duties and Responsibilities

Remuneration Matters

The Committee will:

6.1. Policies and Disclosures

- a) review and recommend to the Board the remuneration policy at least annually, including an assessment of its effectiveness, compliance with the requirements of relevant remuneration regulations, and compliance/interaction with other Group policies;
- b) review and recommend to the Board changes in remuneration policy, including remuneration frameworks, superannuation, use of equity, and other benefits likely to have a significant impact on the Group;
- c) govern the remuneration policy of each controlled entity within the Group, and delegate responsibility to the Remuneration Committee of



each controlled entity (where relevant) to monitor, and report on compliance with the Group's remuneration policy (at least annually);

- d) review and recommend to the Board the annual Remuneration Report for approval and inclusion in the Company's Annual Report;
- e) consider the outcome of the annual advisory vote on the adoption of the Remuneration Report when reviewing the remuneration policy of the Company;

6.2. *Remuneration for Certain Individuals - Executive*

- a) review and recommend to the Board remuneration arrangements, including Key Performance Indicators (**KPIs**), for Executive Directors;
- b) review and recommend to the Board remuneration arrangements, including KPIs, for the CEO;
- c) review and recommend to the Board remuneration arrangements, including KPIs, for executive direct reports to the CEO, and any other Key Management Personnel who do not act as a Director;

6.3. *Remuneration for Certain Individuals – Non-Executive*

- a) review and recommend to the Board amendments to the Non-Executive Director aggregate fee pool to be approved by shareholders;
- b) review and recommend to the Board amendments to the fee structure for Non-Executive Directors;
- c) review and recommend to the Board fee arrangements for Non-Executive Directors, within the limits of the aggregate fee pool approved by shareholders;

6.4. *Gender or Other Inappropriate Bias*

- a) review whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees;

6.5. *Employee Equity Plans*

- a) review and recommend to the Board the design of new Group employee equity plans as well as material changes to existing Group employee equity plans;
- b) review and recommend to the Board amendments, operational and compliance related changes to existing Group employee equity plans;
- c) monitor progress in relation to the performance hurdles under the Group's equity-based incentive arrangements;

- d) review and recommend to the Board adjustments to employee equity vesting outcomes;

6.6. *Termination Payments*

- a) note all payments on termination for all current and former (within the three years prior to termination) Directors of the Group, whether in Australia or overseas, and any employee disclosed in the Company's Annual Report in any of the three years preceding their respective termination (noting that the approval of such payments is covered under 6.2(a), 6.2(b), 6.2(c) and 6.3.(c));

Nomination Matters

The Committee will:

6.7. *Composition of the Board*

- a) review the composition of the Board on an on-going basis to ensure it is of appropriate size and comprises members who provide the required breadth and depth of skills, experience and knowledge to achieve the objectives of the Board;

6.8. *Succession Planning*

- a) review and recommend to the Board succession plans for the Board and ensure that there are plans in place to manage the succession of the CEO and other senior executives;

6.9. *Board Performance Evaluation*

- a) review and recommend to the Board the development and implementation of a process for evaluating the performance of the Board, its Committees and Directors;

6.10. *Nomination of Directors and Professional Development*

- a) review and recommend to the Board the process for recruiting a new Director (including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment);
- b) engage executive search firms and/or by direct approach to obtain the best possible candidate(s);
- c) ensure appropriate checks are undertaken;
- d) review and recommend to the Board a program by which new Board members are afforded induction and continuing professional development;



- e) review and recommend to the Board the appointment of additional Directors to provide the expertise to achieve the strategic and economic goals of the Group;
- f) review and recommend to the Board the re-election of Directors.

Governance Matters

The Committee will:

6.11. Corporate Governance

- a) review and recommend to the Board the annual Corporate Governance Statement;
- b) review and recommend to the Board the corporate governance policies to be implemented by the Company, and amendments to existing corporate governance policies to reflect material changes in the law and/or practice relating to corporate governance.

Other Matters

- 6.12. The Committee will consider other matters referred to the Committee by the Board from time to time.

7. Limitation of Responsibilities

- 7.1. Each member of the Committee is entitled to rely on the executives of the Company for matters that are the responsibility of those executives, as well as to rely on the advice of counsel and other experts, so long as they are not aware of any grounds where reliance would be inappropriate.
- 7.2. The Committee will not make recommendations to the Board in relation to Committee fees unless requested to do so by the Board.

8. Review and Amendments to this Charter

- 8.1. The Committee will review this Charter at least annually and recommend any changes to the Board for approval.



9. Summary of Annual Requirements

The following items must be considered by the Committee on an annual basis:

- Remuneration and corporate governance policies
- Controlled Entity compliance with Group remuneration and governance policies
- Committee Charter
- Incentive performance monitoring
- Remuneration review outcomes for Certain Individuals - Executive (as outlined in 6.2)
- Remuneration Report
- Appointment of remuneration advisor(s)
- Evaluation of the performance of the Board, its Committees and Directors
- Re-election of Directors
- Corporate Governance Statement.