

# Remuneration and Nomination Committee Charter

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SeaLink Travel Group Limited (**SeaLink**)

*Updated June 2018*

# Remuneration & Nomination Committee - Charter

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## 1. Role

The purpose and role of the Remuneration and Nomination Committee is to support and advise the Board on the implementation of fair, responsible remuneration practices for SeaLink to attract and retain Directors and senior executives who will create value for the Company.

## 2. Responsibilities

The responsibilities of the Committee in carrying out its role are as follows:

### **Remuneration of CEO**

- Review and recommend to the Board remuneration policies and practices for the Chief Executive Officer (CEO), including base remuneration, short and long term incentives (including any equity participation), and associated performance conditions.

### **Remuneration of Executive Team**

- Determine from time to time the Executive Team for the purposes of the Committee's role.
- Approve remuneration policies and practices to apply to the Executive Team.
- Approve the remuneration of Executive Team, including short term and long term incentives and conditions applying to any performance based remuneration (subject to Board approval of any equity based components).

### **Equity Based Plans**

- Review and recommend to the Board for approval the design of all equity based plans.
- Review and recommend to the Board for approval all allocations to be made under equity based plans.

### **Remuneration of Directors**

- Recommend to the Board for approval the fees payable to Directors (including the Chair and Committee Chairs), including payments for additional duties undertaken on behalf of the Company.

### **Performance Review CEO**

- Oversee the annual performance appraisal of the CEO.

### **Performance Review of Board and Committees**

- Ensure a periodic evaluation of the performance of the Board and its Committees is carried out.

### **Succession Planning CEO and Executive Team**

- Ensure appropriate succession planning is in place for the CEO and Executive Team and review the succession plans.

### **Succession Planning Board**

- Assess the Board's needs in terms of skills, knowledge and experience for directors, and make recommendations to the board regarding appointments, retirements and terms of office.
- Assess and review directors' inductions, performance and development.
- Ensure appropriate succession planning for the Board

## **Review of Remuneration Report**

- To oversee the processes supporting the preparation of the Remuneration Report, and to review and recommend the Remuneration Report to the Board for approval.

## **Advice to the Board**

- To provide advice or recommendations to the Board on any other remuneration or nominations matters referred to it by the Board.

## **3. Composition**

The Remuneration and Nomination Committee is comprised solely of non-executive Directors, with no fewer than three members, all being on the SeaLink Travel Group Board of Directors. The majority of the Committee, and its Chair, are independent. A quorum shall comprise of two members.

The Secretary of the Committee will be the Company Secretary or such other person as nominated by the Board.

## **4. Procedures**

The Committee will meet as required but should meet at least two times a year. An agenda will be prepared for each meeting and distributed in advance of the meeting.

Minutes of the meeting will be prepared and will be circulated to the Committee Chair and then to the Committee and Board after each meeting.

The Committee Chair will report to the Board after each Committee meeting, including recommendations on any specific decisions or actions the Board should consider relevant.

In the first instance, the Managing Director or delegate will provide assistance and support to the Committee required for the Committee to discharge its responsibilities.

The Committee may have access to adequate internal and external resources, including seeking advice or assistance from external advisor or consultants if required to enable the Committee to fulfil its role.

## **5. Conflict of Interest**

The Committee will from time to time establish protocols for the Committee to directly engage external remuneration advisors on matters pertaining to the remuneration of the CEO or Executive Team. The advisor will be commissioned by the Chair of the committee, and their advice will be provided directly to the Committee.

Executives, including Executive Directors will not participate in that portion of the meeting at which their own remuneration or its structure will be discussed.

## **6. Approval and Review of Charter**

The Remuneration and Nomination Committee Charter will be approved by the Board. The Committee will review the Charter every two years to maintain its relevance and the effectiveness of the Committee and make recommendations to the Board for any amendments.

The Remuneration and Nomination Committee Charter will be available to shareholders and should be posted on the Company's website.

Approved by the Board – 18 June 2018