

# People, Culture & Remuneration Committee Charter

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SeaLink Travel Group Limited (**SeaLink**)

*August 2020*

# People, Culture & Remuneration Committee - Charter

(formerly the Remuneration and Nomination Committee)

## 1. Purpose and Role

The purpose and role of the People, Culture and Remuneration Committee (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 and are aligned to the Company's strategic direction; and
- organisational culture and people related strategies for positive long term organisational health .

## 2. Responsibilities

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

### **People & Culture**

- Monitoring, reviewing and making recommendations to the Board in relation to people and culture strategies and initiatives;
- Review and recommend to the Board matters in relation to the Board in relation to the Company's codes of conduct and statement of values; and
- Receive and review reports of any other material reported breaches of the Company's people related policies including the codes of conduct, whistleblower policy, anti-bribery and corruption policy, continuous disclosure policy and share trading policy.

### **Diversity**

- Overseeing the Company's Diversity and Equity Policy and management's initiatives to promote a diverse and inclusive workplace culture;
- Annually reviewing and making recommendations to the Board in relation to the measurable objectives for achieving diversity set by the Board and the progress made towards achieving them; and
- Reviewing and making recommendations to the Board in relation to any pay parity issues identified by management in the annual remuneration review process.

### **Remuneration of CEO**

- Review and recommend to the Board for approval, 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.
- Review and recommend to the Board for approval, remuneration policies and practices to apply to the Executive Team.
- Review and recommend to the Board for approval the remuneration of Executive Team, including short term and long term incentives (including any equity participation) and conditions applying to any performance based remuneration. Review and reporting to the Board on the remuneration policies and practices for the Group generally and whether they are aligned to the Company's

values, strategic direction and risk appetite.

### **Equity Based Remuneration Plans**

- Review and recommend to the Board for approval, the design of all equity based remuneration plans.
- Review and recommend to the Board for approval, all allocations to be made under equity based remuneration 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 and the process for allocation of the pool of directors fees .

### **Performance Review CEO**

- Oversee the annual performance appraisal of the CEO.

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

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

### **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 people matters referred to it by the Board.

## **3. Membership of the Committee**

The People, Culture and Remuneration 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 Chair of the Committee is to be an Independent member of the Board, who is not the Chair of the Board. A quorum shall comprise of two members.

The Board will review the membership of the Committee annually. Other non-executive directors who are not Committee members may attend meetings of the Committee should they wish. Selected members of management will attend meetings of the Committee by invitation.

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

## **4. Procedures**

### *Meetings*

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.

### *Reporting*

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 Chief Executive Officer 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 People, Culture and Remuneration 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 People, Culture and Remuneration Committee Charter will be available to shareholders and should be posted on the Company's website.

Approved by the Board 24 August 2020