



SEEK Limited ACN 080 075 314

Remuneration Committee Charter

November 2018

1. Purpose

The Remuneration Committee (“Committee”) is formed for the purpose of reviewing and making recommendations to the Board of SEEK Limited (“SEEK” or “the Company”) on remuneration packages and policies applicable to non-executive directors, the Chief Executive Officer (“CEO”), and where considered appropriate, executives. Remuneration levels are to be competitively set to attract appropriately qualified and experienced directors and executives.

The duties and responsibilities of the Committee to fulfil this purpose are described in this Charter.

2. Composition

2.1 Membership

- a) The Committee will consist of:
- non-executive directors;
 - a majority of independent directors, and
 - a minimum of three members.

The members will be appointed by the SEEK Board (“the Board”).

- b) If a member ceases to be a director of the Board, that member ceases to be a member of the Committee.

2.2 Chair

- a) The Chair of the Committee:
- will be appointed by the Board;
 - will be an independent director, and
 - may be the Chair of the Board.
- b) If the Chair of the Committee is unable to attend a Committee meeting, the Chair of the Committee, or the members present, will appoint another member who is an independent director to act as Chair at that meeting.

3. Meetings

3.1 Meetings other than in Person

Committee members may attend meetings in person or by electronic means. Decisions may be made by circular or written resolution. A circular or written resolution signed by a majority of all members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression “written” includes fax or other electronic means.

3.2 Frequency of meetings and convening of meetings

- a) Committee meetings will be held as frequently as required but not less than twice per year.
- b) Additional Committee meetings may be convened as the Chair of the Committee considers necessary, taking into account requests from any member.

3.3 Quorum

A quorum of the Committee will comprise any two members.

4. Secretary

The Company Secretary will be the Secretary of the Committee.

5. Minutes

- a) Minutes of Committee meetings will be prepared by the Secretary, approved by the Chair of the Committee in draft and circulated to all members.
- b) The minutes of a Committee meeting will be confirmed at the next Committee meeting and then signed by the Chair of the Committee.

6. Attendance at meetings

- a) Directors who are not members of the Committee, the CEO and other executives may attend meetings of the Committee at the invitation of the Chair of the Committee.
- b) Other members of management and/or parties external to SEEK may be invited to attend all or part of any meeting of the Committee, as the Chair of the Committee thinks fit.

7. Reporting and Access

- a) The Chair of the Committee will report to the Board as soon as practical after each meeting of the Committee on matters that should be brought to the attention of the Board. Any recommendations requiring Board approval and/or action will be presented to the Board.
- b) The Committee has authority to conduct or direct investigations into any matters within its Charter. The Committee is entitled to obtain external independent legal or professional advice as considered necessary or desirable by the Committee to assist it in any investigation or to carry out its duties. As appropriate the Chair of the Committee will inform the Chair of the Board, the CEO, the CFO and the Company Secretary of its decision to authorise such an investigation or obtain such external advice.

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- c) The Committee will have access to management for the purpose of seeking explanations and additional information from management.

8. Duties and Responsibilities

The Committee is responsible for:

- Ensuring that the integrity of the Company's Remuneration Strategy is maintained;
- Ensuring that shareholder and employee interests are aligned;
- Reviewing the remuneration, allowances and incentives of the CEO;
- Reviewing non-executive director fees;
- Reviewing and ratifying senior executive remuneration, allowances and incentives (at least all first level reports to CEO);
- Overseeing compliance with statutory responsibilities relating to remuneration disclosure;
- Reviewing and approving design of all equity-based plans including eligibility criteria, performance hurdles and proposed awards;
- Reviewing and approving decisions regarding where to position the Company relative to market remuneration levels and composition;
- Reviewing policies relating to employee equity plans;
- Reviewing progress against SEEK's diversity objectives;
- Reviewing the Company's superannuation plan and compliance with relevant laws and regulations;
- Reviewing executive and director termination payments;
- Reviewing and monitoring fringe benefits;
- Monitoring effective succession planning for the positions of CEO and executives.