



SEEK Limited

Remuneration Committee Charter

May 2020

1. Purpose

The People & Remuneration Committee (**Committee**) is formed for the purpose of assisting the Board of SEEK Limited (**SEEK**) to fulfil its corporate governance responsibilities in respect of remuneration and diversity. The Committee reviews and makes recommendations to the Board on the policies, level and composition of remuneration applicable to non-executive directors, the Chief Executive Officer (**CEO**) and senior executives, and SEEK's approach to diversity and inclusion.

The roles and responsibilities of the Committee to fulfil this purpose are set out 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**).

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

- a) Committee members may attend meetings in person or using any technology consented to by all the members.
- b) Decisions may be made without a Committee meeting. A circulating resolution consented to by all members entitled to vote on the resolution in accordance with the Constitution will be effective as a resolution passed at a Committee meeting.

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 Committee considers necessary.

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 have a standing invitation to attend meetings 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 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, external advice and access to management

- a) The Chair of the Committee will report to the Board as soon as practical after each meeting of the Committee. Minutes of the Committee meetings will be made available to all directors.
- b) The Committee has authority to conduct or direct investigations into any matters within its Charter.
- c) The Committee may engage external consultants or specialist advice to assist it to carry out its role and responsibilities. Where the Committee seeks remuneration recommendations concerning key management personnel, the Committee will engage with those advisers directly and request that any advice be provided directly to the Chairman of the Committee.

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

8. Role and Responsibilities

The Committee reviews and makes recommendations to the Board on the following matters:

- SEEK's remuneration strategy, framework and design;
- The non-executive director remuneration framework and the allocation of the pool of directors' fees;
- The remuneration structure, market positioning, outcomes and contractual terms of the CEO and the Group Executive;
- Design of SEEK Limited equity-based plans including eligibility criteria, performance hurdles and proposed awards;
- CEO and Group Executive termination arrangements;
- Compliance with statutory responsibilities relating to remuneration disclosure;
- Superannuation arrangements for directors, Group Executives and other employees and statutory compliance relating to superannuation;
- Consideration of gender pay equity and ensuring an unbiased approach to remuneration for directors, Group Executives and other employees;
- SEEK's diversity and inclusion policy, diversity measurable objectives and annual progress against these objectives;
- Any other matters referred to the Committee by the Board.

9. Review of Charter

The Committee will review this Charter annually to ensure that it remains consistent with the needs of SEEK and the purpose and role of the Committee, and recommend changes to the Board.