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## People and Remuneration Committee Charter

Nine Entertainment Co. Holdings Limited ACN 122 203 892

Adopted by the board on 18 October 2013 (and amended on 15 November 2016)

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## 1 Role of the Committee and authority

- (a) The Nine Entertainment Co. Holdings Limited (**NEC**) board (**Board**) People and Remuneration Committee (**Committee**) assists the Board in fulfilling its responsibilities for corporate governance and oversight of certain of NEC's human resources policies and practices and workplace health and safety management. This includes remuneration policies and practices which enable NEC to attract and retain senior management of the NEC group (comprising the Chief Executive Officer and such other individuals as the Committee determines from time to time (**Senior Management**)) and appropriately align their interests with those of key stakeholders.
- (b) The Committee is empowered to investigate any matter, with full access to all books, records, company operations, and people of NEC and the authority to engage external consultants or other professional advisers as it determines necessary to carry out its duties.
- (c) The Committee is a committee of the Board established in accordance with NEC's Constitution and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

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## 2 Membership

- (a) The Committee should to the extent practicable given the size and composition of the Board from time to time, comprise:
  - (i) at least three members each of whom must be non-executive directors;
  - (ii) a majority of directors who are independent (and must satisfy this description to the extent required by statute or regulation).
- (b) Membership of the Committee is as approved by the Board.
- (c) The Chair of the Committee should be nominated by the Board and be an independent director (and must satisfy this description if required by statute or regulation).
- (d) Members will be appointed for a fixed period of no more than three years, with Committee members generally being eligible for re-appointment for so long as they meet the relevant criteria.
- (e) The appointment and removal of Committee members is the responsibility of the Board.
- (f) Members may resign as a Committee member upon reasonable notice in writing to the Committee chair.
- (g) If a Committee member ceases to be a director of the Board their appointment as a member of the Committee is automatically terminated with immediate effect.
- (h) The company secretary is secretary to the Committee.

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## 3 Meetings

- (a) The Committee will meet at least three times annually or as frequently as is required to undertake its role effectively.

- (b) Any Committee member may, and the company secretary must upon request from any member, convene a meeting of the Committee.
  - (c) The Committee may invite any executive director, executive or other staff member to attend all or part of a meeting of the Committee.
  - (d) The Committee may, with the approval of the chair of the Committee, seek independent advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives.
  - (e) The proceedings of all meetings will be minuted by the company secretary. All minutes of the Committee are available for inspection by any director.
  - (f) A quorum for any meeting will be at least two Committee members.
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## 4 Duties and Responsibilities

4.1 The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities in relation to:

- (i) Remuneration policies, including:
  - (A) Evaluating and approving the remuneration packages (including fixed remuneration, short term and long term incentives and any other benefits or arrangements) of the Chief Executive Officer, executive directors and other members of Senior Management;
  - (B) Evaluating and approving the remuneration arrangements for non-executive directors;
  - (C) Monitoring compliance with the non-executive director remuneration pool as established by the Constitution, or as subsequently amended by shareholders, and recommending any changes to the pool;
  - (D) Engagement of external remuneration consultants.
- (ii) Short and long term incentive plans, including:
  - (A) Plan terms and conditions;
  - (B) Performance hurdles, if any;
  - (C) Invitations to participation in offers and the terms of participation;
  - (D) Achievement of performance criteria (if any) and the final level of any payments, grants or allocations.
- (iii) Equity plans, including:
  - (A) Amendments to the terms of existing plans within the parameters of those plans;
  - (B) Administration and operation of plans, including but not limited to determining disputes and resolving questions of fact or interpretation concerning the various plans.
- (iv) succession of the Chief Executive Officer and Senior Management, considering:

- (A) guidelines for management development;
- (B) review of the Chief Executive Officer and other members of Senior Management succession and development plans; and
- (v) workplace health and safety, including:
  - (A) NEC's strategy and framework for complying with workplace health and safety obligations; and
  - (B) the effectiveness of NEC's processes for managing workplace health and safety risks.

4.2 The Committee must also oversee remuneration related disclosures required in annual statutory reporting, if any, and provide advice on the Board on approval of those disclosures.

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## 5 Reporting

- (a) The Committee will:
  - (i) Regularly report to the Board on all matters relevant to the Committee's role and responsibilities;
  - (ii) Report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee;
  - (iii) As and when appropriate, seek direction and guidance from the Board on remuneration and human resource risk management and compliance matters; and
  - (iv) Regularly advise the Audit & Risk Committee of any material issues relating to NEC's management of workplace health and safety and the processes in place to manage those risks.
- (b) Minutes of Committee meetings will be included in the papers for the next full Board meeting.

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## 6 Committee Performance

- (a) The Board will, at least once in each year, review the membership and Charter of the Committee to determine their respective adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.
- (b) The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.