

# VOCUS GROUP LIMITED

## PEOPLE AND REMUNERATION COMMITTEE

### CHARTER

as adopted by the board on 3 May 2018

#### 1. GENERAL PURPOSE

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##### 1.1 Objective

The People and Remuneration Committee (**Committee**) has been established by the Board of Directors (**Board**) of Vocus Group Limited (**Company**).

The role of the Committee is to support and advise the Board on matters relating to remuneration and people performance issues generally which:

- aligns the interest of shareholders and team members to enhance Vocus' performance in both the short and long term;
- attracts and retains high quality team members, who are critical to the Company's success;
- is consistent with the principles contained in Vocus' code of conduct;
- is applied fairly; and
- complies with relevant legal and statutory requirements.

#### 2. Role and Responsibilities

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The responsibilities of the Committee are as follows:

- 2.1 design and oversee the implementation of a Company-wide remuneration philosophy and policy which meets the above objectives;
- 2.2 Review and recommend to the Board:
  - (a) remuneration arrangements for non-executive directors, including fees, travel and other benefits as well as the process by which any pool of directors' fees approved by shareholders is allocated to directors;
  - (b) remuneration arrangements for the Group CEO, including contract terms, annual remuneration and participation in the Company's short and long term incentive plans;
  - (c) major changes and developments to the Company's short term incentive strategy, major changes and developments to the short term incentive plan, key performance indicators and targets for Executive team members and aggregate payments to be made pursuant to the short term incentive plan;
  - (d) all matters relating to the Company's long term (equity) incentive plans including:

- setting the performance hurdles applicable to the participants and determining the satisfaction of performance hurdles or vesting of instruments;
  - approving, within the parameters of the plans, amendments to the terms of existing plans; and
- (e) remuneration by gender and recommend strategies or changes to address any pay bias.

**2.3 Review and approve:**

- (a) remuneration arrangements for members of the Executive Team (other than the Group CEO), being those individuals who report directly to the Group CEO and who are classed as members of the Executive Team, including contract terms, annual remuneration and participation in the Company's short and long-term incentive plans, including payments to be made pursuant to the short-term incentive plan; and
- (b) appropriate measurable objectives for achieving appropriate levels of diversity (including gender, cultural, and other forms of diversity) within all levels of Vocus, and monitors and reviews both the objectives and the Company's progress in achieving them and

**2.4 Monitor and review:**

- (a) Major changes and developments in the Company's overall remuneration, recruitment, retention and termination policies and procedures;
- (b) The effectiveness of performance assessment (both financial and non-financial, including "living our values") principles and processes applicable across the Company; and
- (c) the Company's talent management (including identification, promotion and retention) and approach to succession planning across the Group, and talent and succession planning in relation to members of the Executive Team (other than the CEO).

**2.5** Appoint remuneration consultants (if required) for the purposes of the Corporations Act 2001 (Cth);

**2.6** Prepare the annual remuneration report for shareholders, including liaison with proxy advisors; and

**2.7** At all times represent shareholders' interests by staying current with remuneration practices and approaches in Australasia and globally.

### **3. STRUCTURE**

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#### **3.1 Members**

The Committee must consist of at least three non-executive directors who fulfil the criteria set out in item 3.4 (Expertise), a majority of whom are independent directors.

### **3.2 Appointment and Removal**

The Committee Members shall be appointed and removed by ordinary resolution of the Board.

### **3.3 Chairman**

The chairman of the Committee will be an independent director (Chairman).

### **3.4 Expertise**

The Committee should consist of non-executive directors with several years' experience and understanding of the current and future remuneration trends, with preferably experience in HR or similar roles. Committee members should have a full understanding of the remuneration philosophy and policy of the Company and how it should be implemented to ensure that the needs of the Board, Company, individuals and shareholders are met.

## **4. POWERS**

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### **4.1 Powers**

In fulfilling its duties, any Committee Member may:

- (a) access any document, report, material or information in the possession of the Company, an employee or external adviser of the Company which is required to fulfil its duties;
- (b) at the cost of the Company and in accordance with clause 9 of the Board Charter, obtain independent professional advice to assist in the proper exercise of its powers;
- (c) as necessary, request the assistance of any employee, Director or external adviser of the Company;
- (d) as necessary, consult with any employee, Director or external adviser of the Company regarding their remuneration package, but shall not allow such persons to be directly involved in determining their remuneration; and
- (e) any other thing or action reasonably necessary to enable the Committee to fulfil its duties.

For the avoidance of doubt, the Committee does not have the power to enter into transactions on behalf of the Company, or bind the Company in any other way or form.

### **4.2 Exercise**

The Committee must exercise the powers delegated to it in accordance with this Charter, the Constitution of the Company, the approved remuneration philosophy and the directions of the Board and to the extent of any inconsistency the Charter shall apply.

### **4.3 Review**

The role and responsibilities of the Committee shall be reviewed regularly to ensure it meets the needs of the Board, comply with corporate governance requirements and reflect changes in the Company.

## **5. ADMINISTRATIVE MATTERS**

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### **5.1 Convening of Meetings**

The Committee shall meet as frequently as is required to fulfil its duties set out in paragraph **Error! Reference source not found.**, but must convene a minimum of four meetings in each financial year.

### **5.2 Quorum**

A quorum will comprise of two (2) Committee Members. In the absence of the Chairman, the Committee Members may elect a Committee Member present at the meeting to take the chair.

### **5.3 Voting**

Each Committee Member has one vote and the Chairman does not have a deciding vote.

### **5.4 Attendance**

The Committee may at its discretion invite additional persons to attend the Committee meetings, including without limitation, any external adviser and any member of the Board. In addition to the Group Chief Executive Officer and the Group HR Executive (who shall be standing invitees), other members of the Group Executive may be invited on specific topics on the advice of the Group CEO. Where such persons are invited to attend, the Committee must set aside time during the meeting for discussion without any executives of the Company present, unless the business of the meeting does not require this to occur. The Company Secretary must attend all Committee meetings as minute secretary.

### **5.5 Disclosure**

The Committee is responsible for ensuring that the Company adequately discloses the remuneration of directors, executives and senior management in accordance with all legal and regulatory requirements, including without limitation the ASX Listing Rules and the Corporations Act 2001(Cth).

### **5.6 Board Request**

The Committee must examine and review any matters referred to it by the Board.

### **5.7 Annual Report to Board**

The Committee must report to the Board annually as to whether the remuneration policy and remuneration of Directors, executives and senior management is fair and reasonable having regard to comparable companies.

## **5.8 Self Assessment**

- (a) At least two months prior to the end of each financial year, the Committee will review the performance of the Committee and each Committee Member against the requirements set out in this Charter.
- (b) Where the Committee considers that a Committee Member has not performed their functions in accordance with this Charter, the Committee may make a recommendation to the Board that the Committee Member be removed.

## **5.9 Annual Review of Charter and Policies**

- (a) This Charter and the Company's remuneration policy should be reviewed annually to ensure that each of these continue to reflect and comply with the needs of the Company, good governance requirements and acceptable industry practices.