



Remuneration Committee Charter

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1. INTRODUCTION

This Charter has been developed and approved by the Board of DOOLEYS to outline the manner in which the Remuneration Committee discharges its responsibilities.

2. ROLE OF THE REMUNERATION COMMITTEE

- 2.1 The Committee is constituted as a Committee of the Club pursuant to Rule 53 of the Club's Constitution to assist the Board in discharging its responsibilities by monitoring and advising on matters relating to, but not limited to:
 - 2.1.1 Remuneration strategies and practices generally
 - 2.1.2 Honorariums of the Board
 - 2.1.3 Remuneration and performance of the CEO (Company Secretary)
 - 2.1.4 Remuneration and performance of the Executive Management Team
 - 2.1.5 Management succession, capability and talent development
 - 2.1.6 Diversity (excluding Board diversity)
 - 2.1.7 Work health and safety; risk management and
 - 2.1.8 Remuneration disclosures under S.41 of Registered Clubs Act



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3. MEMBERSHIP

- 3.1 The Board appoints the Remuneration Committee members
- 3.2 The Committee must be comprised of at least three Board members including the Chairman of the Board, all of whom are determined by the Board to be independent
- 3.3 Each Member is expected to:
 - 3.3.1 Be familiar with the current legal and regulatory disclosure requirements in relation to remuneration
 - 3.3.2 Have adequate knowledge of executive remuneration issues, including executive retention and termination policies, and short term and long term incentive arrangements
 - 3.3.3 Have reasonable knowledge of DOOLEYS and the industries in which it operates; and
 - 3.3.4 Have the capacity to devote the required time and attention to prepare for and attend Committee meetings

4. MEETING FREQUENCY

The Committee shall meet as required.

5. RESPONSIBILITIES

In performing its role, the responsibilities of the Remuneration Committee include, but are not limited to:

- 5.1 **Remuneration strategies and practices generally**
 - 5.1.1 Reviewing and making recommendations to the Board relating to the overall remuneration strategies, policies and practices of DOOLEYS, including the process for the measurement and assessment of performance
 - 5.1.2 Monitoring the effectiveness of DOOLEYS overall remuneration framework in achieving DOOLEYS remuneration strategies
 - 5.1.3 Reviewing the recruitment, retention and termination policies and employment terms for the CEO and the Executive Team



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5.1.4 Ensuring CEO and the Executive Team remuneration packages involve a balance between fixed and incentive pay, reflecting short and long-term performance objectives appropriate to DOOLEYS circumstances and goals

5.1.5 Overseeing the process to set robust performance measures and targets that encourage superior executive performance and ethical behaviour

5.2 Honorariums of the Board

5.2.1 Monitoring, reviewing and making recommendations regarding the honorarium and benefits of Directors

5.2.2 Seeking confirmation that all associated governance, accounting, legal, approval and disclosure requirements in relation to the honorarium of directors are satisfied in full

5.3 Remuneration of CEO

5.3.1 Reviewing and making recommendations to the Board on the terms and conditions of the CEO's employment contract (including any variation of the CEO's employment contract)

5.3.2 Reviewing, at least annually, and making recommendations to the Board on the CEO's remuneration arrangements, with due consideration to law and corporate governance principles

5.3.3 Agreeing the policy for authorising claims for expenses made by the CEO and the CEO's Executive Team

5.3.4 Overseeing the disclosure of any review or varied contracts with the CEO and Top Executives in accordance with any governance, accounting and legal requirements

5.4 Performance and remuneration of Executive Management

5.4.1 Reviewing and making recommendations to the Board on:

5.4.1.1 The remuneration of the CEO and members of the Executive Team when initially employed or appointed to such a role, including arrangements on succession, cessation of employment; and



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- 5.4.1.2 Performance and remuneration reviews for the CEO and the Executive Team (including annual or ad hoc reviews)

With due consideration and acknowledgement that all contract of remuneration or variations for the CEO and Top Executive require full Board approval – as required by the Act.

- 5.4.2 Overseeing the performance review process for the CEO and Executive Team

- 5.4.3 Reviewing the key accountabilities and performance measure for the CEO and Executive Team, and recommending any changes to the Board

5.5 **Management succession, capability and talent development**

- 5.5.1 Reviewing and making recommendations to the Board taking account of the CEO's own recommendations on:

- 5.5.1.1 Succession plans for the CEO and Executive Team; and

- 5.5.1.2 Talent development plans for the CEO and Executive Team

- 5.5.2 Reviewing the capability of critical executive roles, together with DOOLEYS overall capability needs

- 5.5.3 Reviewing the types of tools utilised for succession planning, and talent and capability development across DOOLEYS

5.6 **Diversity**

- 5.6.1 Reviewing DOOLEYS policy in relation to diversity at all levels of the Club below Board level and making recommendations to the Board for amendments to that policy, as required

- 5.6.2 Making recommendations to the Board regarding measurable objectives for achieving diversity at all levels of the Club below Board level

- 5.6.3 Reviewing and reporting to the Board in relation to diversity and DOOLEYS progress in achieving the measurable objectives set by the Board in relation to diversity at all levels of the Club below



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Board level, including information regarding the relative proportion of women and men in the workforce at all levels of the Club and the DOOLEYS Group below Board level and whether there is any gender, racial or other inappropriate bias in remuneration for employees

5.7 Work health and safety

5.7.1 Considering the health and safety environment at DOOLEYS in details, including receiving details on incidents and, where applicable, near misses

5.7.2 Reviewing remuneration arrangements, including any executive incentive remuneration plans, and considering whether incentives and remuneration outcomes are aligned with occupational, health and safety objectives

5.8 S.41 Disclosures

Overseeing the preparation and content of the annual S.41 Disclosure to ensure that it meets regulatory and legal disclosure requirements, and recommending the report to the Board

5.9 Other

5.9.1 Approving the appointment of remuneration consultants as needed

5.9.2 Performing any other duties and undertaking or overseeing any specific projects as the Board may from time to time request

6. AUTHORITY

The Remuneration Committee has delegated authority from the Board to fulfil its responsibilities, including:

6.1 Having access to adequate internal and external resources, including having access to management, employees and information relevant to its responsibilities under this Charter, through the Chairperson or the CEO; and

6.2 Obtaining independent advice, including engaging and receiving advice and recommendations from appropriate independent experts



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7. REPORTING RESPONSIBILITIES

The Chairman of the Remuneration Committee updates the Board regularly about matters relevant to the Remuneration Committee's role, responsibilities, activities, and matters considered, discussed and resolved at Committee meetings

8. REVIEW OF REMUNERATION COMMITTEE PERFORMANCE AND CHARTER

8.1 In order to ensure that the Remuneration Committee is fulfilling its duties, it:

8.1.1 Undertakes an annual self-assessment of its performance against the requirements of its Charter and provides that information to the Board

8.1.2 Provides any information the Board may request to facilitate its review of the Committee's performance and its members

8.2 The Remuneration Committee reviews and assesses the adequacy of the Remuneration Committee Charter annually, and seeks Board approval for any changes

8.3 Amendments to the Charters are to be approved by the Board

9. MEETING PROCEDURES

The Board and Board Committee Procedural Rules set out the procedures for meetings of the Committee.

10. QUORUM

A quorum of the Remuneration Committee is 2 members of the Board.