



People and Culture Committee Charter

Fairfax Media Limited

008 663 161

Adopted by the Board on 14 August 2018

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Committee charter

1 Membership of the Committee

The Committee must consist of:

- only non-executive directors;
- a minimum of 3 members;
- a majority of independent directors; and
- an independent director as chair.

The Board may appoint additional members to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

Non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

2 Role and responsibilities

The responsibilities of the Committee are as follows:

- (a) To promote a safe working culture and oversee its implementation.
- (b) Oversee the development of the Company's Human Resources strategies to support the achievement of the Company's overall strategies to grow value for shareholders.
- (c) Review and recommend to the Board arrangements for the Chief Executive Officer (CEO) and the CEO's direct reports, including contract terms, annual remuneration and participation in the Company's short and long term incentive plans.
- (d) Review and recommend to the Board/approve long and short term incentive performance targets and bonus payments for the CEO and the CEO's direct reports.
- (e) Review remuneration structures and makes recommendations with consideration of the organisation's risk profile and operating environment.
- (f) Approve major changes and developments in the Company's policies and procedures related to remuneration, recruitment, retention, termination and performance assessment for senior management.
- (g) Approve major changes and developments in the remuneration policies, superannuation arrangements, personnel practices and industrial relations strategies for the Group.
- (h) Review and recommend to the Board major changes and developments in relation to the Company's employee equity incentive plans.

- (i) Oversee the operation of the Company's employee equity incentive plans in place from time to time.
- (j) Review and recommend to the Board the remuneration arrangements for the non-executive directors of the Board, including fees, travel and other benefits.
- (k) Approving the appointment of remuneration consultants for the purposes of the *Corporations Act 2001* (Cth).
- (l) Take appropriate action to ensure that the Committee, the Board and management have available to them sufficient information and external advice to ensure informed decision-making regarding remuneration.
- (m) Review and recommend to the Board the remuneration report prepared in accordance with the *Corporations Act 2001* (Cth) for inclusion in the annual directors' report.
- (n) Review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.
- (o) Oversee the Company's strategies, processes and implementation of risk management of health, safety and environment policies to promote a safe working culture.
- (p) Oversee the policy and implementation of the Company's diversity goals.
- (q) Oversee talent management and recruitment policies and their implementation to achieve Company strategy.
- (r) Oversee the direction of the Company's policies to build a sustainable future (financially and otherwise).
- (s) Monitor and review the Company's employee relations strategy including compliance with awards and agreements

3 Remuneration policy

- (a) In discharging its responsibilities, the Committee will have regard to the following policy objectives:
 - to ensure the Company's remuneration structures are appropriate and equitable and aligned with the long-term interests of the Company and its shareholders and follow relevant Company policies;
 - consider remuneration in the context of the organisation's approach to risk management, with consideration of regulatory requirements, shareholder expectations and consumer needs;
 - to attract and retain skilled executives;
 - to structure short and long term incentives that are challenging and linked to the creation of sustainable shareholder returns; and
 - to ensure any termination benefits are justified and appropriate.
- (b) In the discharge of the Committee's responsibilities, no executive should be directly involved in determining their own remuneration.
- (c) The Committee will have regard to, all legal and regulatory requirements, including any shareholder approvals which are necessary to obtain.

4 Health, Safety and Environment

- (a) In discharging its responsibilities, the Committee will have regard to the following policy objectives:
- Compliance with HSE regulatory obligations;
 - Effective management at HSE measures and audit outcomes; and
 - Effective safety education and training to promote a safe working environment and culture.

5 Sustainability and Corporate Responsibility

In discharging its responsibilities the Committee will have regard to the following policy objectives:

- (a) provide support to the Board and management in overseeing the development and implementation of a sustainability & corporate social responsibility (CSR) strategy and related policies.
- (b) foster a workplace culture which values sustainable and socially responsible business practices.
- (c) keep the Board, employees, the investment community and other stakeholders are kept properly informed of the Company's CSR initiatives and performance.

6 Review

The Board will, at least once in each year, review the membership and charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

7 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

Attachment 1

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role.

Quorum

The quorum is at least 2 members.

Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee.

Independent advice

The Committee may seek the advice of independent experts including the Company's auditors, solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary. All minutes of the Committee must be entered into a minute book maintained for that purpose and be available for inspection by any director.

Reporting

It is intended that a report of the actions of the Committee be reported to the Board meeting next following a meeting of the Committee.

The Committee chair will, if requested, provide an oral report as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.