



Charter

People and Remuneration Committee Charter

Tabcorp Holdings Limited

ACN 063 780 709

Adopted by the Board on 3 December 2019

Committee Charter

The People and Remuneration Committee (“**Committee**”) is established under rule 90 of the Constitution of Tabcorp Holdings Limited (the “**Company**”).

1 Purpose

The purpose of the Committee is to assist the Board to fulfil its duties and responsibilities relating to:

- (a) the remuneration of the Chairman and other non-executive directors;
- (b) the performance and remuneration of, and incentives for, the Managing Director and Chief Executive Officer (“**MD & CEO**”) and Executive Leadership Team;
- (c) the Company’s remuneration framework and policies, superannuation arrangements, employee share ownership schemes and performance incentive schemes;
- (d) the Company’s people strategies and policies, including talent retention, diversity and inclusion, culture and engagement; and
- (e) the Company’s health, safety and wellbeing strategy and performance.

2 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 Chairman.

The Board will appoint the Chairman and members of the Committee.

The Board may appoint additional members of the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership of the Committee by written notification to the Board. If a member ceases to be a director of the Company, that member ceases to be a member of the Committee.

The Board or Committee will periodically assess the Committee’s membership and performance.

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

The Company Secretary will be the Secretary of the Committee and must (or his or her delegate must) attend all Committee meetings as recording secretary unless otherwise determined by the Committee.

3 Role and responsibilities

Attachment 2 details the roles and responsibilities of the Committee.

4 Remuneration policy

- (a) In discharging its responsibilities, the Committee must have regard to the following policy objectives:
- to ensure that the Company's remuneration structures reward for the creation of sustained long-term shareholder value;
 - to ensure that the Company's remuneration structures appropriately reward for Group, business unit and individual performance;
 - to ensure that the Company's remuneration levels are market competitive which in turn attracts and retains skilled executives;
 - to ensure that the Company's remuneration framework drives the right behaviours and alignment to the Company's Values and risk appetite as approved by the Board; and
 - to ensure that the Company's remuneration policies and practices are compliant with all relevant legislation.
- (b) In the discharge of the Committee's responsibilities, no executive should be directly involved in determining their own remuneration.
- (c) The Committee must at all times have regard to, and notify the Board as appropriate of, all legal and regulatory requirements, including any shareholder approvals which are necessary to obtain.

5 Rights of access and authority

Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board. The Committee does not have any executive powers to commit the Board to the implementation of its recommendations except where expressly stated in this Charter or as authorised by resolution of the Board.

The Committee has authority to conduct or direct investigations into any matters within its Charter.

The Committee has rights of unrestricted access to management, and rights to seek explanations and additional information from management.

The Committee may seek the advice or services of the Company's auditors, solicitors or such 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, as the Committee may require.

As appropriate, the Committee will inform the Chairman of the Board of its decision to authorise such an investigation or obtain such external services.

6 Administrative matters and procedures

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

7 Interaction with other Committees

The Committee will, in discharging its duties, seek to co-ordinate its activities with such other Committees of the Board as may be convened from time to time, where appropriate. The Committee Chairman will liaise with the Chairman of such other Committees on an ongoing basis to ensure that no material matter is overlooked by the respective Committees.

8 Reporting

It is intended that a report of the actions of the Committee or a copy of the minutes of the Committee meeting or both will be included in the Board papers for the next Board meeting following a meeting of the Committee.

The Committee Chairman will, if requested, provide a brief oral report at the next Board meeting as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information from members of the Committee.

The Committee will, where appropriate, provide reports to the Risk and Compliance Committee and Nomination Committee on matters relevant to the Committee's specific responsibilities that may be relevant to those Committee's duties and responsibilities.

9 Review

The Committee will, at least annually, review the Committee Charter and recommend any changes to the Board for approval.

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil the Committee's role. However, it is intended that the Committee will meet no less than quarterly.

Quorum

A quorum of the Committee will comprise any two members.

Chairman

If the Chairman of the Committee is unable to attend a Committee meeting, the members present may appoint another member who is an independent director to act as Chairman at that meeting.

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 as well as non-executive directors who are not members of the Committee and such directors may attend Committee meetings. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Non-committee members, including the MD & CEO, Chief People Officer, GM Reward and Performance and other members of management may attend all or part of any meetings of the Committee at the invitation of the Committee Chairman.

Agenda and meeting materials

The Company Secretary will prepare an agenda for each Committee meeting for review by the Committee Chairman. Any member may require an item of business to be included on the agenda provided the Committee Chairman and the Company Secretary have been given prior notice.

The agenda and meeting materials for each Committee meeting will be issued to members and other attendees (as appropriate) within a reasonable timeframe prior to that meeting.

Circulating resolutions

The provisions of the Company's Constitution dealing with circulating resolutions apply to resolutions of the Committee.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chairman, be confirmed at the next Committee meeting and signed by the Chairman. All minutes of the Committee must be entered into a minute book maintained for that purpose and be available for inspection by any director.

Roles and Responsibilities of the Committee - Remuneration

Aspect	Decision	Responsibility
Non-Executive Director remuneration	Adjustments to the total maximum pool within which the Non-Executive Director fees are paid (Aggregate Fee Limit)	Recommend to the Board
	Setting and adjusting remuneration levels for the Chairman and Non-Executive Directors	
	Setting and adjusting travel allowances	
	Setting and adjusting other benefits	
MD & CEO remuneration	Setting and adjusting contract terms	Recommend to the Board
	Setting and adjusting annual remuneration levels	
	Determining participation in incentive and other remuneration arrangements	
	Reviewing and proposing incentive performance targets	
	Determining awards to be made under incentive and other remuneration plans	
Executive remuneration (excluding the MD & CEO)	Setting and adjusting contract terms	Approval
	Setting and adjusting annual remuneration levels for new and existing executives	
	Determining participation in incentive and other remuneration arrangements	
	Determining awards to be made under incentive and other remuneration plans	
Remuneration policies	New or material amendments to remuneration policies	Recommend to the Board
	New or material amendments to incentive and share ownership policies	
	Material amendments or implementing new superannuation arrangements and policies	
Remuneration framework	Amendments to remuneration framework	Recommend to the Board
	New or material amendments to incentive plans, including eligibility, opportunities and reward vehicles	
Remuneration governance	Remuneration report prepared in accordance with the Corporations Act 2011 (Cth)	Recommend to the Board
	Appointment of remuneration consultants for the purposes of the Corporations Act 2011 (Cth)	Approval
	Shareholder and other stakeholder engagement strategies pertaining to remuneration policies and practices	
	Gender pay gap analysis and actions to address anomalies	

Incentive plans	Amendments to existing plans, within the parameters of the plans	Approval
	Implementation, execution and amendments to trust deeds	
	Offers to be made to employees in respect of a financial year (whether an offer will be made, participation and quantum)	
	Performance hurdles applicable to participants in each year	
	Satisfaction of the achievement of performance hurdles and resulting awards and vesting	
	Administration of incentive plans including interpretation, determining disputes and resolving questions of fact	

Roles and Responsibilities of the Committee - People

Aspect	Decision	Responsibility
People strategies and policies	People strategies and policies (e.g. recruitment, retention, termination, industrial relations, etc.)	Oversight
	Organisational culture and employee engagement results and action plans	
Senior management talent and succession	Senior leadership talent and succession plans	Oversight
	Senior leadership talent and succession processes (e.g. identification, promotion and retention)	
Diversity and inclusion	Board gender diversity targets	Recommend to the Board
	Senior leadership cohort gender diversity targets	Approval
	Diversity and inclusion strategies, policies or processes, including monitoring progress towards objectives	Oversight
Health, Safety and Wellbeing	Appropriateness and effectiveness of Health, Safety and Wellbeing strategies, risk and compliance management systems, control processes and reporting systems	Oversight
	Reports covering key Health, Safety and Wellbeing risk areas, including risk profiles	
	Identifying and monitoring new and proposed regulations that will affect the Company	
	Review, and where appropriate report to the Board on, findings of any examination, enquiries or litigation initiated by regulatory agencies	