



HUMAN RESOURCES AND REMUNERATION COMMITTEE CHARTER

Link Administration Holdings Limited ("Company")

ABN 27 120 964 098

1. Objectives

The Human Resources and Remuneration Committee (**Committee**) has been established by the board of directors (**Board**) of the Company pursuant to article 17.12 of the Company's Constitution.

The purpose of the Committee is to assist the Board with the:

- establishment of a human resources strategy and supporting policies and practices for the Company's employees and directors, and monitoring the implementation and effectiveness of the strategy, policies and practices; and
- establishment of remuneration policies and practices for the Company's employees and directors, and monitoring the implementation and effectiveness of the policies and practices.

2. Authority

The Committee has authority to

- conduct or authorise investigations into any matters within its purpose;
- seek external advice or assistance, at the expense of the Company, including the appointment of remuneration consultants and independent external remuneration advice; and
- seek information and communicate directly with the Company's senior management, advisers, internal auditor (if appointed) and external auditor at any time.

The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

3. Membership

Members of the Committee shall comprise non-executive directors appointed by the Board.

The number of members of the Committee shall be a minimum of three non-executive directors, a majority of whom shall be independent directors. The Board will nominate the Chair of the Committee from time to time. The Committee Chair will be an independent non-executive director who is not Chair of the Board.

4. Committee Meetings

The Committee will meet as often as the Committee members deem necessary to discharge its role effectively, but not less than twice annually.

The Chair of the Committee shall convene a meeting of the Committee if requested to do so by any Committee member or the Board.

A quorum of the Committee will comprise two members.

All members of the Board have a standing invitation to attend meetings of the Committee.

If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.

Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.

Each member of the Committee will have one vote. The Committee Chair will not have a casting vote. If there is a tied vote, the motion will be referred to the Board for resolution.

Following each meeting, the Committee Chair will report to the Board, at the next Board meeting, on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.

The Company Secretary shall co-ordinate the timely completion and dispatch of the Committee agenda, minutes and materials for each meeting. The minutes of each Committee meeting will, following preliminary approval by the Committee Chair, be circulated to the Directors.

5. Responsibilities

The responsibilities of the Committee are to:

Human Resources Strategy

- Review and make recommendations to the Board regarding the Company's human resources strategy, including in respect to the alignment of that strategy to:
 - the Company's strategic and operational imperatives;
 - the Company's cultural aspirations and values; and
 - the Company's organisational structure.

Human Resources Policies and Practices

- Review and make recommendations to the Board regarding the Company's human resources policies and practices, including in respect of:
 - the effectiveness of policies and practices to support the human resources strategy;
 - the promotion of an inclusive and collaborative workplace;
 - the recruitment, development and retention of employees and directors, and succession planning for key roles within the Company;
 - the management of performance of employees and directors; and
 - compliance of policies and practices with laws and good governance.
- Review and make recommendations to the Board regarding the status of diversity within the Company, and the effectiveness of the measurable objectives for achieving gender diversity.

Remuneration Policies and Practices

- Review and make recommendations to the Board regarding the Company's remuneration policies and practices, including in respect of:
 - the alignment of remuneration policies and practices with the human resources strategy of the Company;
 - the attraction and retention of capable and committed employees and directors;
 - the continuing development of a 'pay for performance' culture within the Company; and
 - the alignment of senior executive remuneration to sustainable shareholder returns, and the Company's strategic and operational imperatives.
- Review and make recommendations to the Board regarding the Company's provision of superannuation to employees.
- Review and make recommendations to the Board regarding remuneration and terms of appointment for the Managing Director and direct reports to the Managing Director, and the associated legal and regulatory requirements.
- Review and make recommendations to the Board regarding remuneration for the non-executive directors, and the adequacy of the pool approved by shareholders for non-executive director remuneration.
- Review and make recommendations to the Board regarding the structure and operation of incentive plans within the Company, including the level of participation in those plans, reward vehicles and performance hurdles.
- Review and make recommendations to the Board regarding the Company's remuneration report, including compliance of that report with the Corporations Act 2001 (Cth), and accounting standards.

Workplace Health and Safety

- Review and make recommendations to the Board regarding the Company's policies and programs to protect the health and safety of employees; and
- Monitor and review the Company's performance against agreed workplace health and safety measures.

6. Review of Committee and Committee Charter

The Committee will review annually its activities and the manner in which it has carried out its responsibilities, and report to the Board on the outcome of the review.

The Committee will review annually the terms of the Charter. The Committee may recommend to the Board any changes to this Charter. Any amendments to this Charter must be approved by the Board.

September 2015