

Remuneration Committee Charter

Version: 2022, Version 7

February 2022

1. Document Control

1.1 Purpose

The Remuneration Committee Charter sets out the functions and operations of the Remuneration Committee of iSelect.

1.2 Charter information

Charter contact:	Company Secretary	Charter owner:	Board
Approval date:	21 February 2022	Effective date:	21 February 2022
Review period:	Annual	Next review date:	February 2023

1.3 Record keeping requirements

Documents relating to this Charter will be retained for seven years after they have been superseded.

1.4 Document history

Version	Date Approved	Author	Description
v.1	7 May 2013	External Legal Counsel	Creation
v.2	24 August 2015	Board	Update following periodic review
v.3	10 October 2016	Board	Update following periodic review
v.4	7 December 2017	Board	Update following periodic review
v.5	11 December 2019	Board	Update following period review and in line with the 4 th Edition Corporate Governance Principles and Recommendations
v.6	9 December 2020	Board	Update following periodic review
v.7	21 February 2022	Board	Update following periodic review

1.5 Definitions

Term	Definition
Committee	Means the Remuneration Committee established by the Board.
Board	Means the Board of Directors of iSelect.
Charter	Means this Nominations Committee Charter.
Company	Means iSelect.
iSelect	Means iSelect Limited (ACN 124 302 932).

1.6 Related documents

iSelect's Constitution
iSelect's Board Charter

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2.1 Introduction

The Board of iSelect have established a Remuneration Committee. The purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to:

- the remuneration of the Chair of the Board and other Directors;
- the remuneration of the Chief Executive Officer (**CEO**) and other members of senior management; and
- iSelect's remuneration framework including strategies and practices.

2.2 Duties and responsibilities of the Committee

The duties and responsibilities of the Committee include:

Remuneration of Directors

- a) monitoring, reviewing and making recommendations to the Board regarding the remuneration of the Chair of the Board and other Directors (including base fees, committee fees, travel and other benefits), within the aggregate amount approved by shareholders.

Remuneration of the CEO and other senior management

- a) reviewing the remuneration and other key employment arrangements for the CEO and other senior management, including quantum and structure (fixed, performance-based, and equity-based), having regard to iSelect's remuneration framework.

Remuneration strategies and practices

- a) reviewing and making recommendations to the Board regarding the remuneration framework, strategies, policies and practices of iSelect;
- b) setting remuneration policies and practices (where appropriate) within the remuneration framework approved by the Board; and
- c) monitoring the effectiveness of iSelect's remuneration framework in achieving its objectives.

Equity-based employee plans

- a) reviewing and making recommendations to the Board regarding the establishment of any new and the material amendment of the terms of any existing equity-based employee plans;
- b) making recommendations to the Board regarding the proposed terms of, and making of, offers to employees of iSelect including but not limited to, determining eligibility criteria and performance hurdles; and
- c) exercising all powers, authorities and discretions relating to iSelect's equity-based employee plans that are delegated to it by the Board, and in certain circumstances, make offers to employees under those plans.

Other matters

- a) reviewing other relevant matters identified from time to time, or as requested by the Board.

2.3 Committee composition

The Committee will have at least three members. The members will be appointed by the Board.

Each member will be a Non-executive Director of the Board. A majority of the members will be independent Directors.

The Board will appoint the Chair of the Committee from amongst the independent Directors.

Members of the Committee may resign by giving reasonable notice in writing to the Chair of the Committee.

If a member ceases to be a Director of the Board, that member ceases to be a member of the Committee.

2.4 Administrative matters

Meetings

The Committee will meet as often as the members deem necessary in order to fulfil their role, although it is intended that the Committee meet no less than twice each calendar year. Additional Committee meetings may also be convened as the Chair of the Committee considers necessary, taking into account requests from any member or the CEO.

A quorum of the Committee will comprise any two members.

If the Chair of the Committee is unable to attend a Committee meeting, the Chair, or the members present, will appoint another member who is an independent Director to act as Chair at that meeting.

Members may attend Committee meetings in person or participate by videoconference or other electronic means. Committee decisions may be made by circular or written resolution. A circular or written resolution signed by all members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression “written” includes email or other electronic means.

Attendance

Notice of Committee meetings will be provided to Directors of the Board who are not members and such Directors may attend Committee meetings.

Notice of Committee meetings will also be provided to the CEO and the Executive, People and Culture, who may attend meetings as requested. Other members of management and advisers may be invited to attend meetings, as the Chair of the Committee thinks fit.

If a Committee member or an attendee has a material personal interest in a matter that is being considered at a Committee meeting, that person must not be present for consideration of that matter. However, members may be present at Committee meetings and may participate in the formulation of recommendations to the Board in relation to the remuneration of Non-executive Directors.

Where necessary, Committee meetings will include a private session without management present.

Secretary

The Company Secretary (or nominee) will be the Secretary of the Committee (**Secretary**).

Agenda and documentation

The agenda for each Committee meeting is determined by the Chair of the Committee, in consultation with the Secretary.

Any member may require business to be included on the agenda provided the Chair of the Committee and the Secretary have been given prior notice.

The agenda and supporting documentation for each Committee meeting will be circulated within a reasonable time prior to that meeting to members, other Directors, the CEO, the Executive –

People and Culture and other attendees, as appropriate.

Minutes

Minutes of Committee meetings will be prepared by the Secretary and approved by the Chair of the Committee in draft.

The minutes will be confirmed at the next Committee meeting and then signed by the Chair of the Committee.

Reporting

The minutes of each Committee meeting will be provided to all Directors of the Board.

The Chair of the Committee will, if requested at the next Board meeting after a Committee meeting, provide a brief verbal update 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.

Authority and access

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 or management to the implementation of its recommendations, except where expressly stated in this Charter or as authorised by resolution of the Board.

The Committee may, from time to time, delegate specific authority to the Chair of the Committee to approve remuneration-related or people-related matters in between scheduled Committee meetings.

The Committee is not responsible for supervising the performance of management and does not become involved in day-to-day operations, management functions or decision making.

The Committee will have unrestricted access to management. The Committee will also have rights to seek explanations and additional information from management.

The Committee may engage external remuneration consultants to provide analysis or information from time to time subject to written approval by the Chair of the Committee.

The Committee has authority to conduct or direct investigations into any matters within its Charter. The Committee is entitled to obtain external, independent professional advice as considered necessary or desirable by the Committee to assist it in any investigation or to carry out its duties. As appropriate, the Committee will inform the Chair of the Board, the CEO and the Company Secretary of its decision to authorise such an investigation or obtain such external advice.

2.5 Review

The Board will, at least once in each year, review this Charter to determine its adequacy for current circumstances and may amend it as necessary. When it is considered appropriate, the Committee will review its membership and make recommendations to the Board.