



## REMUNERATION & SUSTAINABILITY COMMITTEE CHARTER

**Corporate Travel Management Limited**

ACN 131 207 611

Adopted by the Board on 6 November 2019



## 1. Composition of the Committee

1.1 The Committee must consist of:

- (a) a minimum of three members, all of whom are non-executive directors;
- (b) a majority of independent directors; and
- (c) an independent director as Chairman.

1.2 The Committee members and the Chairman will be appointed by the Board.

## 2. Purpose of the Committee

2.1 The Committee has an advisory role (including by making recommendations in relation to matters set out in section 3) to assist the Board to fulfil its duties and responsibilities in relation to the areas of:

- (a) people and remuneration strategy and policies;
- (b) setting executive remuneration and incentives for senior executives;
- (c) talent development and succession planning;
- (d) Non-executive Director remuneration; and
- (e) sustainability, social, environmental and governance issues relevant to the Group.

2.2 The Committee does not have any power to commit the Board to any recommendation or decision made by it.

## 3. Responsibilities and role of the Committee

3.1 The Committee is responsible for:

### **Remuneration and People**

- (a) reviewing and evaluating market practices and trends for remuneration relevant to the Group;
- (b) reviewing and making recommendations to the Board for the Group's remuneration policies and framework, including the allocation of the directors' fee pool to non-executive Directors;
- (c) reviewing and making recommendations to the Board for the Group's remuneration practices, including in relation to equity-based remuneration plans and superannuation arrangements;
- (d) advising and recommending to the Board whether to seek shareholder approval for any part of the executive or Board remuneration framework;
- (e) overseeing the performance of the MD&CEO, Global COO, Global CFO and other senior executives;
- (f) reviewing and making recommendations to the Board in relation to the remuneration packages of the MD&CEO, Global COO, Global CFO and other senior executives and of non-executive Directors, ensuring that packages appropriately reflect their different roles and responsibilities;

- (g) reviewing and recommending to the Board any minimum Director shareholding requirement policy;
- (h) reviewing and proposing incentive performance targets for the MD&CEO, Global COO, Global CFO and other senior executives;
- (i) reviewing and proposing performance hurdles applicable to participants in the Group's incentive plans;
- (j) determining and recommending total proposed payments or awards to be made under incentive and other remuneration plans;
- (k) preparing and recommending for approval by the Board the remuneration report and diversity report for inclusion in the annual report or any other public document;
- (l) reviewing the Group's reporting and disclosure practices in relation to the remuneration of Directors and senior executives;
- (m) reviewing, making recommendations and reporting to the Board on pay equity (and other diversity benchmarks) to facilitate compliance with the Diversity Policy and recommend any strategies or changes to address any inappropriate pay bias;
- (n) reviewing and reporting to the Board, at least annually, on the proportion of women and men in the workforce at all levels of the Group;
- (o) receiving reports from management on the Group's employee engagement results and action plans;
- (p) reviewing and monitoring the processes for managing the development of, and succession plans for, members of the senior executive and other key executives;
- (q) reviewing and making recommendations to the Board regarding the Group's:
  - culture, including the impact of culture on strategy, performance and organisational effectiveness;
  - organisational structure;
  - alignment with the Group's overall business strategy and objectives, including the adequacy of skills, capability and leadership to deliver the requirements of the business strategy;

#### **Sustainability**

- (r) reviewing and recommending to the Board long-term targets and aspirations for environmental, social and governance performance, and monitoring progress towards achieving these targets;
- (s) reviewing the effectiveness of the Group's initiatives on community engagement and social responsibility;
- (t) reviewing the effectiveness of the Group's initiatives designed to ensure environmental sustainability and minimisation of the Group's impact on the environment;

- (u) reviewing the effectiveness of and making recommendations to the Board regarding the Group's policies and initiatives with respect to human rights across the Group and its supply chain;
  - (v) monitoring the Group's policies and initiatives to ensure appropriate safeguards are in place for dealing fairly and ethically with customers, suppliers, competitors, employees and other stakeholders;
  - (w) reviewing and making recommendations to the Board in relation to the approval of disclosures regarding sustainability issues in the annual report or any other public document.
- 3.2 The Committee has unrestricted access to management to carry out its functions.
- 3.3 The Committee may seek the advice of the Group's external advisers, consultants or specialists in circumstances where the Committee considers it appropriate, including recommending the appointment of remuneration consultants for the purposes of the Corporations Act.

## 4. Meetings and administrative matters

- 4.1 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 normally meet at least twice a year.
- 4.2 Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.
- 4.3 Meetings may be held by means of teleconference call or any other means of communication that may, under the Corporations Act or the Constitution, be used for meetings of Directors.
- 4.4 The quorum for a Committee meeting is any two members.
- 4.5 Non-executive Directors have a standing invitation to attend meetings except when the Committee Chairman determines otherwise.
- 4.6 The Committee may delegate any specific task to one of its members or to a sub-committee consisting of two or more of its members.
- 4.7 The MD&CEO, Global COO, Global CFO and other senior executives may be invited by the Committee Chairman to attend meetings of the Committee.
- 4.8 The Committee may invite any other person to attend for all or part of any meeting as it considers appropriate.
- 4.9 The procedural provisions of paragraphs 4.1 to 4.8 apply in relation to any sub-committee of the Committee.
- 4.10 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.
- 4.11 The Company Secretary has responsibility for coordinating completion and dispatch of the Committee agenda and papers, as well as preparing minutes of meetings of the Committee.

4.12 All minutes of the Committee must be entered into a minute book within one month of the meeting and minutes of Committee meetings will be confirmed at the next meeting of the Committee.

## 5. Review

- 5.1 The Committee will, at least once in each year, review the membership of the Committee to determine its adequacy, and make recommendations to the Board in relation to the Committee's membership, Charter, responsibilities, functions or otherwise.
- 5.2 The Committee will, at least once in each year, conduct a review and evaluation of the Committee's performance against the Committee Charter.