

## Remuneration Committee Charter

### 1. Established by the Board

The Remuneration Committee (the “Committee”) was established by the Board of InvoCare Limited to ensure that InvoCare Limited and its subsidiaries (the “Group”) critically review the remuneration policy. The remuneration policy ensures that remuneration packages properly reflect the person’s duties and responsibilities, and that remuneration is competitive in attracting, retaining and motivating people of the highest quality.

The Committee operates in accordance with its charter, which is reviewed annually. The charter is to be made available to shareholders of InvoCare Group upon request.

### 2. Purpose of the Committee

The Committee’s primary functions are to:

- review and make recommendations to the Board regarding the remuneration and appointment of senior executive officers and non-executive directors;
- review and make recommendations to the Board regarding policies for remuneration and compensation programs of the Group focusing on appropriate remuneration policies designed to meet the needs of the Group and enhance corporate and individual performance;
- review and make recommendations to the Board regarding administration of remuneration and compensation programs;
- review and make recommendations for approval by the Board all reports on executive remuneration required by law or regulation or which is proposed to be included in the annual report;
- review and make recommendations to the Board regarding all equity based remuneration or compensation plans; and
- report to the Board regularly on each of the above matters.

### 3. Composition of the Remuneration Committee

The Committee shall consist of at least two non-executive directors, both of whom must be independent directors. The other directors, the Chief Executive Officer (the “CEO”), the Chief Financial Officer/Company Secretary (the “CFO”) and the Chief Operating Officer (the “COO”) may attend by invitation.

The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the Board.

The Board shall elect both the Chairman and the members of the Committee and review such membership at times considered appropriate.

A quorum is a minimum of two members. The Committee meets as frequently as required to perform its functions, which generally is twice a year.

#### **4. Committee Members' Interests, Voting and Access**

A member of the Committee is not entitled to be present at a meeting when his/her own salary or fee is discussed, unless otherwise invited by the Committee.

Resolutions of the Committee may be made at a meeting of the Committee, or where it is impractical to convene a meeting, by circular resolution signed by 100% of Committee members.

The Committee shall have direct access to officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice it requires in order to assist it in meeting its responsibilities.

#### **5. Duties and responsibilities of the Committee**

In fulfilling its purpose in section 2, the Committee will perform the following duties and responsibilities:

- ensuring the Board, management and the Committee are provided with sufficient information to make informed decisions;
- review industry trends in remuneration policies and applying the best practice principles when making recommendations regarding remuneration of and superannuation arrangements for senior executives and non-executive directors;
- review market rates of remuneration for the positions of CEO, CFO, COO, other senior executives and non-executive directors;
- make recommendations to the Board regarding goals and performance objectives for CEO, CFO, COO and other senior executives;
- make recommendations to the Board and formulate policies and procedures regarding terms of appointment and cessation of senior executives including termination payments under such terms of appointment;
- review the compensation of non-executive directors annually;
- review and make recommendations to the Board regarding the remuneration framework for directors;
- review and approve the terms of share and option plans and other incentive schemes offered by the Group as part of its remuneration policies;
- ensure that the payment of equity based executive remuneration is made in accordance with any thresholds set by shareholders;
- when making recommendations, the Committee aims to design policies that attract and retain the executives needed to run the Group successfully and motivate executives to pursue appropriate growth strategies while marrying performance with remuneration;
- review any transactions between the Group and the directors, or any interest associated with the directors, to ensure the structure and terms of the transaction are in compliance with the law and are appropriately disclosed;
- reviewing the disclosure of directors' and senior executives' remuneration in the financial statements; and
- management succession planning, including the implementation of appropriate executive development programs and ensuring that adequate arrangements are

in place, so that appropriate candidates are recruited for later promotion to senior positions.

No individual is able to become directly involved or participate in the decision involving their own remuneration.

## **6. Reporting**

The remuneration report is disclosed in the corporate governance statement section of the annual report. The remuneration report should summarise the key compensation policies for the year, highlighting the link between remuneration and corporate performance and provide detailed information on the compensation for directors and other key personnel.

The information provided includes remuneration disclosures required under Australian accounting standards and the law (*Corporations Act 2001* and the *Corporations Regulations 2001*).

The Committee shall keep minute books in which it records the proceedings and resolutions of its meetings. The minutes of a Committee meeting shall be made available to any director of the Company, providing no conflict of interest arises.