

Webster Limited

ACN 009 476 000 (Company)

Remuneration Committee Charter

Approved by the Board 21 February 2018

Remuneration Committee Charter

1. Introduction

The Remuneration Committee is a committee of the Board of directors of Webster Limited (Company). This Charter governs the scope of the Remuneration Committee's responsibilities in relation to the Company and its controlled entities (Group). This Charter should be read in conjunction with the Board Charter.

2. Purpose

The purpose of the Remuneration Committee is to assist the Board to discharge its responsibilities by ensuring the Group:

- (a) has coherent remuneration policies and practices to attract and retain executives and directors who will create value for shareholders;
- (b) observes those remuneration policies and practices;
- (c) fairly and responsibly rewards executives having regard to the performance of the Group, the performance of the executives and the general pay environment; and
- (d) complies with the provisions of the ASX Listing Rules, the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations and the Corporations Act 2001.

3. Membership

All members of the Remuneration Committee must be non-executive Directors. The committee will consist of at least three members, the majority of which should be independent.

The Remuneration Committee will appoint its chairperson. The chairperson of the Remuneration Committee must be an independent director.

The Company Secretary will be the secretary of the Remuneration Committee, or such other person as nominated by the Board from time to time.

4. Attendance at Meetings

The Chief Executive Officer, Company Secretary, and such others as deemed appropriate may be invited to attend Remuneration Committee meetings. The Remuneration Committee is to meet at least two times each year. Special meetings may be convened as required. The quorum for a Remuneration Committee meeting is two committee members.

The Remuneration Committee is governed by the rules of meetings that apply to the Board. Adequate minutes of all proceedings will be kept. Committee members will be provided with copies of the minutes of each meeting. Minutes, agenda and supporting papers are available to committee members upon request to the Committee secretary, except if there is a conflict of interest.

5. Remuneration Policies and Practices

Executive remuneration and incentive policies and practices will be performance based and aligned with the Group's vision and overall business objectives.

Executive remuneration and incentive policies and practices will be designed to:

- (a) motivate the directors and management to pursue the Group's long term growth and success; and
- (b) demonstrate a clear relationship between the Group's overall performance and the performance of executives.

6. Remuneration and Incentive Plans

In performing its responsibilities in relation to remuneration, the Remuneration Committee must give appropriate consideration to the Group's performance and objectives, employment conditions and remuneration relativities.

The Remuneration Committee is responsible for:

Policies and practices

- (a) reviewing, approving and recommending to the Board for adoption executive remuneration and incentive policies and practices and making specific recommendations to the Board on remuneration of executives and senior management. This is to be undertaken at the time of approval by the Board of the operating budget for the Group;

Executive and senior management remuneration

- (b) advising and recommending the Board on the terms and conditions of employment of the chief executive officer;
- (c) advising the Board on the chief executive officer's total remuneration (including base pay, incentive awards, equity awards and termination arrangements) having regard to executive remuneration and incentive policies;
- (d) reviewing the chief executive officer's recommendations in relation to the total remuneration of his or her direct reports (including base pay, incentive awards, equity awards and retirement rights) having regard to executive remuneration and incentive policies;
- (e) reviewing the performance of the chief executive officer, at least annually, including setting with the chief executive officer goals for the coming year and reviewing progress in achieving those goals and making recommendations to the Board;
- (f) determining if shareholder approval is needed for any change to the remuneration of directors or executives;

Executive incentive plans (as prepared by the Chief Executive Officer)

- (g) reviewing, approving and recommending to the Board for adoption the design of any executive incentive plan or employee benefit program;
- (h) reviewing, approving and recommending to the Board for adoption the design of any equity based plan;

- (i) advising the Board on the bonus pool available for employees under any bonus plan operated by the Company;
- (j) reviewing and reporting to the Board on the operation of any executive incentive plan, employee benefit program or equity based plan;
- (k) reviewing, approving and recommending to the Board for adoption the performance hurdles for any equity based plan;

Non-executive directors

- (l) reviewing the remuneration of non-executive directors for serving on the Board or any committee (both individually and in total) and making specific recommendations to the Board;
- (m) recommending to the Board the remuneration and retirement policies for non-executive directors having regard to market trends and shareholder interests;

Superannuation

- (n) reviewing superannuation arrangements; and

Reimbursement of expenses

- (o) reviewing and monitoring the reimbursement of any expenses incurred by directors and the chief executive officer.

7. Extra Duties of Directors

From time to time, the Board may ask individual directors to devote extra time or to undertake extra duties. Directors who undertake these tasks at the Board's direction may receive extra amounts. Directors are also to be reimbursed for expenses associated with undertaking their duties.

8. Termination Payments

The Remuneration Committee is responsible for:

- (a) reviewing and recommending to the Board for approval termination payments to any executive directors, where applicable; and
- (b) considering and, if appropriate, ratifying termination payments to executives and senior management.

Any termination payment to any other departing senior executive should be reported to the Remuneration Committee at its next meeting.

9. Relationship with the Nominations & Appointments Committee

The Remuneration Committee will:

- (a) refer anything relating to recruitment, retention and termination policies to the Nominations & Appointments Committee; and
- (b) work closely with the Nominations & Appointments Committee in exercising its powers and performing its responsibilities under this charter.

10. Reporting to the Board

The Remuneration Committee is responsible for regularly updating the Board about its activities and making appropriate recommendations.

11. Committee Performance

The Remuneration Committee will evaluate its performance at least every two years to determine whether it is functioning effectively by reference to current best practice. This evaluation will be presented to the Board for review.

12. Review and Changes to this Charter

The Remuneration Committee will review this charter at least every two years or as often as it considers necessary.

The Board may change this charter from time to time by resolution.

This Charter was approved by the Board and adopted by the Remuneration Committee on 21 February 2018.