



Brickworks Limited

## Remuneration Committee Charter

### **1. *The Role of the Committee***

- 1.1. The Board is responsible to shareholders for ensuring that Brickworks Limited:
  - Has coherent remuneration policies and practices which are consistent with Brickworks' strategic goals and human resources objectives and which enable Brickworks to attract and retain executives and Directors who will create value for shareholders;
  - Equitably, consistently and responsibly reward executives having regard to the performance of Brickworks, the performance of the executive and the general pay environment; and
  - Comply with statutory and regulatory requirements including the ASX Listing Rules and the Corporations Act.
  
- 1.2. The primary purpose of the committee is to support and advise the Board in fulfilling these responsibilities to shareholders by:
  - Reviewing and approving executive remuneration policy;
  - Determining the remuneration of executive directors;
  - Reviewing and approving the remuneration of direct reports to the Managing Director and, as appropriate, other senior executives;
  - Overseeing the preparation and content of the Remuneration Report to be put to shareholders at the Annual General Meeting.
  
- 1.3. The committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at Brickworks' expense.

## **2. Membership of the Committee**

- 2.1. The Board appoints the members and the Chairman of the Committee;
- 2.2. The Committee has at least three members all of whom must be Non-executive Directors;
- 2.3. The Chairman of the Committee may be the Chairman of the Board;
- 2.4. The Company Secretary is secretary to the Committee unless the Board specifies otherwise; and
- 2.5. The Committee may invite executive management team members or other individuals to attend meetings of the committee, as they consider appropriate.

## **3. Responsibilities of the Committee**

In order to fulfil its responsibilities to the Board the Committee shall:

- 3.1. Executive Remuneration and Incentive Policy
  - Review and approve Brickworks' policy for the recruitment, retention and termination of executives, including determining executive remuneration and incentives, and any amendments to that policy proposed from time to time by management;
  - Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs; and
  - Oversee the consistent implementation of this policy within Brickworks.

(Note: The remuneration policy should motivate management to pursue the long term growth and financial success of Brickworks Group within an appropriate control framework and demonstrate a clear relationship between key executive performance and remuneration.)
- 3.2. Executive Directors and Senior Management Remuneration
  - Consider and make recommendations to the Board on the remuneration framework for executive directors, and the entire specific remuneration of each Executive Director (including base pay, incentive payments, retirement benefits, service contracts) having regard to the executive remuneration policy;
  - Determine whether any shareholder approvals are required;
  - Review and approve the proposed entire remuneration for the Managing Director and direct reports to the Managing Director;
  - Review the recruitment retention and termination policies for senior management; and
  - Review the balance between fixed and incentive pay, and between short and long term incentive pay.

### 3.3. Superannuation arrangements

- Review superannuation arrangements for Non-executive directors and senior management.

### 3.4. Non-executive Director Remuneration

- Provide the Board with advice in relation to the framework for and nature and amount of Non-executive Director remuneration.

### 3.5. Other

- The Committee shall perform other duties and activities that it or the Board considers appropriate in the context of the overall Charter.

## **4. Disclosure**

- 4.1. The Committee shall ensure that there is effective disclosure of the Brickworks remuneration policy and practice to enable investors to understand the costs and benefits of those policies and the link between remuneration paid to key executives and Board members and corporate performance.
- 4.2. This disclosure will include all requirements of applicable Corporations Law and Accounting Standards.
- 4.3. Specifically, the Committee shall confirm to the Board that the Remuneration Report contained within the Annual Report, to be voted on at the Annual General Meeting, accurately reflects the remuneration practices of the Company.
- 4.4. The committee will ensure that the Board, management and the committee itself are all provided with sufficient information to ensure informed decision making on remuneration issues.

## **5. Authority of the Committee**

- 5.1. The committee has delegated authority from the Board to:
  - Obtain any information or explanation from any employee, or any relevant external party;
  - Require any member of staff to attend any Committee meeting; and
  - Seek independent advice.

## **6. Procedure**

- 6.1. The committee will meet as frequently as required but not less than two times in any year.