

IDP Education Limited

Remuneration Committee Charter

1 Purpose and authority

1.1 Purpose

The purpose of this Remuneration Committee Charter is to specify the authority delegated to the Remuneration Committee (**Committee**) by the board of directors (**Board**) of IDP Education Limited (the **Company**) and to set out the role, responsibilities, membership and operation of the Committee.

1.2 Authority

The Committee is a committee of the Board established in accordance with the Company's Constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

2 Role of the Committee

The Committee assists and advises the Board on remuneration policies and practices for the Board, the chief executive officer (**CEO**), the chief financial officer, senior executives and other persons whose activities, individually or collectively, affect the financial soundness of the Company. The policies and practices are designed to:

- (a) enable the Company to attract, retain and motivate directors, executives and employees who will create value for shareholders within an appropriate risk management framework, by providing remuneration packages that are equitable and externally competitive;
- (b) be fair and appropriate having regard to the performance of the Company and the relevant director, executive or employee; and
- (c) comply with relevant legal requirements.

3 Responsibilities

3.1 General

- (a) The Committee is responsible for developing, reviewing and making recommendations to the Board on:
 - (i) the ongoing appropriateness and relevance of the remuneration framework for the Chair and the non-executive directors;
 - (ii) the Company's remuneration, recruitment, retention and termination policies and procedures for senior executives;
 - (iii) the total remuneration packages and incentives for the CEO and senior executives (including base pay, incentive payments, equity based awards, superannuation and other retirement rights, employment contracts), any changes to remuneration packages and incentives and recommending proposed awards after performance evaluation procedures;

- (iv) the Company's recruitment, retention and termination policies for the CEO and senior executives and any changes to those policies;
 - (v) superannuation arrangements; and
 - (vi) gender pay equity.
- (b) The Committee is also responsible for monitoring and providing input to the Board regarding:
- (i) legislative, regulatory or market developments likely to have a significant impact on the Company and legislative compliance in employment issues;
 - (ii) the remuneration trends across the Company, including
 - (A) the trends in base pay for senior management relative to that of all the Company employees; and
 - (B) remuneration by gender; and
 - (iii) major changes to employee benefits structures in the Company.

3.2 Incentive schemes and equity based remuneration

For any incentive schemes or equity based plans which are adopted, the Committee is responsible for:

- (a) reviewing their terms (including any performance hurdles);
- (b) overseeing their administration (including compliance with applicable laws that restrict participants from hedging the economic risk of their security holdings);
- (c) considering whether shareholder approval is required or desirable for the schemes or plans and for any changes to them; and
- (d) ensuring that payments and awards of equity are made in accordance with their terms and any shareholder approval.

3.3 Structure of remuneration

In fulfilling these responsibilities, the Committee will ensure that:

- (a) remuneration policies motivate long term growth and success of the Company and demonstrate a clear link between senior executive's performance and remuneration;
- (b) the policies clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives;
- (c) remuneration packages should form a balance between fixed and incentive pay, where appropriate, and packages may include:
 - (i) fixed remuneration, where total remuneration is judged in accordance with the performance of the business and the labour market conditions;
 - (ii) performance based remuneration, where targets act as effective tools to encourage employee and company performance; and
 - (iii) equity-based remuneration, where stock options or other tools can provide incentive for performance;
- (d) any engagement of a remuneration consultant is approved by the Board or the Committee and the remuneration consultant must report its recommendation directly to either or both of the members of the Board (other than an executive director) or members of the Committee;

- (e) the Committee and the Board are satisfied with the arrangements put in place to ensure that any remuneration recommendation made by the remuneration consultant is made free from undue influence from any member of the key management personnel to whom the recommendation relates; and
- (f) the Committee will provide the Board with information sufficient to ensure that the Board makes an informed decision in relation to the Committee's recommendations.

4 Reporting and disclosure

The Committee will liaise with the Board in relation to the Company's remuneration related reporting in the financial statements and remuneration report required by the Corporations Act and other relevant legislation.

The Committee will approve an annual remuneration report containing information on the Company's remuneration policy, practices, attendance at and frequency of Committee meetings and make recommendations to the Board for the inclusion of the remuneration report in the Company's annual report.

The Committee will ensure that all applicable governance, accounting and legal requirements regarding disclosure of remuneration, in all forms, are complied with.

The Committee Chair will attend the Company's annual general meetings prepared to respond to any shareholder questions on the Committee's activities.

5 Delegation

The Committee may delegate any of its powers and responsibilities as the Committee thinks appropriate for the administration of director, senior executive and employee share, option or other plans, to senior management.

6 Membership

6.1 Composition and size

The Committee will consist of at least three members, a majority of whom are Independent and at least one of whom is an A Class Director (as defined in the Company's Constitution).

The Board is responsible for the appointment of members to the Committee, for setting the term of member appointments and for the revocation of any such appointments.

Each member is expected to possess adequate remuneration, regulatory and industry knowledge to carry out his or her responsibilities as a member of the Committee.

6.2 Chair

The Chair of the Committee shall be appointed by the Board and must be Independent (as defined in the Company's Constitution). If, for a particular Committee meeting, the Committee Chair is not present within 10 minutes of the nominated starting time of the meeting, the Committee may choose one of their number to be the Chair for the meeting.

6.3 Secretary

The Company Secretary (or another person nominated by the Board) is the secretary of the Committee.

7 Committee meetings and process

7.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions of the Company's Constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this Charter.

7.2 Frequency and calling of meetings

The Committee will meet as frequently as required to perform its functions, but not less than quarterly. The Chair must call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor or the Chair of the Board.

7.3 Quorum

Two directors, at least one of whom must be an A Class Director (as defined in the Company's Constitution), constitute a quorum for meetings of the Committee.

7.4 Attendance by management and advisers

The Committee may invite any person from time to time to attend meetings of the Committee.

7.5 Conflicts

No member of the Committee will participate in the determination of their own remuneration or the specific remuneration policies that are applicable to them.

7.6 Authority of the Committee

The Committee has the authority to:

- (a) obtain independent professional or other advice in the fulfilment of its duties at the cost of the Company (subject to prior consultation with the Chair of the Board); and
- (b) obtain such resources and information from the Company, in the fulfilment of its duties, as it may reasonably require.

7.7 Minutes and reporting

The secretary will keep minute books to record the proceedings and resolutions of its meetings.

The Chair of the Committee, or delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

8 Review of Committee performance

The Committee will review its role and responsibilities and evaluate the effectiveness of its performance at least annually, or earlier if circumstances dictate.

9 Currency and Review of Charter

This Charter was adopted by the Board on 20 June 2016.

The Board will review this Charter to ensure it remains relevant to the current needs of the Company and the Board. This Charter may be amended by resolution of the Board.

This Charter will be made available on the Company's website and the key features will be published in the annual report.