



SEEK Limited ACN 080 075 314

Remuneration Committee

Membership

- The Committee will comprise at least two independent Non-Executive Directors (one of whom will be appointed Chairman).
- The Committee may invite any Executive or other individuals to attend meetings of the Committee, as they consider appropriate.

Meetings

- The Committee will meet as frequently as required but not less than twice per year.
- A notice of each meeting confirming date, time venue and agenda will be forwarded to each member of the Committee seven working days prior to the date of the meeting.
- All relevant supporting papers for the agenda items to be discussed will be forwarded seven working days before the meeting.
- The Chairman of the Committee, or delegate, will report to the Board following each meeting.
- Minutes of proceedings and resolutions of Committee meetings will be kept. Minutes will be distributed to all Committee members after preliminary approval has been given by the Committee Chairman. Minutes, agenda and supporting papers will be made available to any director upon request, providing no conflict of interest exists.

Right to Obtain Information

- The Remuneration Committee is entitled to consult with expert advisors as it considers necessary to carry out its duties, at the expense of SEEK Limited.

Responsibilities

- The Remuneration Committee shall review and make recommendations to the Board on remuneration packages and policies applicable to the CEO, Non-Executive Directors, and where considered appropriate Executives.
- Remuneration levels are to be competitively set to attract appropriately qualified and experienced Directors and Senior Executives.

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- The Committee ensures the integrity of the Company's Remuneration Strategy is maintained.
 - The Committee ensures shareholder and employee interests are aligned.
 - The duties of the Remuneration Committee are as follows:
 - Review remuneration, allowances and incentives of the CEO;
 - Review Non-Executive Directors fees;
 - Review and ratify senior executive remuneration, allowances and incentives (at least all first level reports to CEO);
 - Oversee compliance with statutory responsibilities relating to remuneration disclosure;
 - Review and approve design of all equity based plans including eligibility criteria, performance hurdles and proposed awards;
 - Review and approve budget and guidelines each year for annual performance review and salary review processes;
 - Review and approve decisions regarding where to position the Company relative to market remuneration levels and composition;
 - Review policies relating to employee share and option plans;
 - Review the Company's superannuation plan and compliance with relevant laws and regulations;
 - Review Executive and Director retirement and termination payments;
 - Review and monitor fringe benefits;
 - Monitor effective succession planning for the positions of CEO, Executive Directors and Executives.