



Remuneration & Nomination Committee Charter

INTRODUCTION

The Directors of Ardent Leisure Group (the **Group**) have established a Remuneration & Nomination Committee (the **Committee**) as a sub-committee of the Board.

COMMITTEE MEMBERSHIP

The Committee will consist of a minimum of three members. The majority of members of the Committee should be independent directors.

CHAIRPERSON

The Chairperson will be a non-executive independent director appointed by the Board.

QUORUM

The quorum for any Committee meeting shall be two members.

MEETINGS

Any director may attend a meeting of the Committee for the purposes of discussion but is not entitled to vote. The Committee will meet at least twice per annum and more often if deemed necessary. Meetings may be held by electronic means as allowed under the provisions of the Corporations Act 2001.

APPOINTMENT OF COMMITTEE SECRETARY

The Committee Secretary will be the Secretary to the Board.

PURPOSE

The Committee is established by the Board of directors to review, evaluate and make recommendations to the Board in relation to:

Remuneration

- Policies for remuneration programs appropriate to the Group;
- The remuneration and incentive schemes of senior/executive management;
- Reviewing the performance of the Chief Executive Officer to pre-determined criteria on an annual basis;
- The company's recruitment, retention and termination policies and procedures for executive/senior management;
- Superannuation arrangements;

- Any report on executive remuneration, which is required pursuant to any Listing Rule or legislative requirement or which is proposed for inclusion in the annual report;
- The remuneration framework for directors, the examination, selection, assessment of competencies, nomination and appointment of directors;

Nomination

- A process to identify, assess and enhance director competencies of Board members;
- The appointment of suitably qualified candidates to the Board;
- The appointment and evaluation of the Chief Executive Officer;
- A process for the review of the performance of the Board, Board Committees and individual directors;
- The time required to fulfil the obligations of a non-executive director and whether directors are able to meet these expectations;
- Board and management succession plans;
- Board education and management development plans; and
- Removal of directors.

In making recommendations to the Board in relation to non-executive director remuneration the Committee must source advice from external advisors in relation to market trends for non-executive director remuneration.

RIGHT TO OBTAIN INFORMATION

The Committee is entitled to consult with expert advisers and seek expert advice where it considers it necessary to carry out its duties at the expense of the Group.

REPORTING TO THE BOARD

Recommendations from the Committee to the Board will be included in the Board Papers under items for decision by the Board and be accompanied by information in support of the recommendation to enable directors to make a considered decision.

PERFORMANCE EVALUATION

The Committee will undertake a self-assessment process annually which includes:

- Determining the Committee's objectives for the following year;
- Comparing the Committee's practices with the Charter requirements;
- Identifying any enhancements to the Committee Charter; and
- Implementing practices designed to enhance the Committee's effectiveness.