

**Academies Australasia Group Limited ('AKG') (ACN 000 003 725):**

**Remuneration Committee Charter**

This Charter sets out the functions and responsibilities of AKG's Remuneration Committee.

The role of the Remuneration is to assist the Board in the effective discharge of its responsibilities for ensuring that the Company:

- has a human resources strategy consistent with its corporate and business strategy;
- has remuneration policies and practices that enable it to attract and retain executives and Directors who will create value for shareholders;
- fairly and responsibly rewards executives having regard to the performance of the Company, the performance of the executive and the external remuneration environment; and
- has in place succession planning processes for the Group Managing Director.

The Committee has the ability to obtain independent professional advice to assist it with its functions, with the cost to be paid for by the Company.

The Committee's responsibilities include:

- reviewing the Company's human resources strategy and monitoring its implementation;
- recommending to the Board the Policy for executive remuneration;
- recommending to the Board a performance incentive plan;
- recommending to the Board the remuneration and other terms and conditions for the Group Managing Director and other executive Directors;
- monitoring the plans for the development and succession of the Company's leadership team;
- recommending to the Board policy for the overall structuring of the Company's retirement and superannuation plans; and
- recommending to the Board the Policy for Non-Executive Director remuneration.

The Committee comprises at least 2 Non-executive Directors, and the Group Managing Director. The Group Managing Director does not participate in any deliberation relating to him.

The Committee meets at least once a year.

The Chairman of the Committee shall be the Chairman of the Board.

The Committee may invite members of senior management to attend its meetings.