

FOSTER'S GROUP LIMITED

HUMAN RESOURCES COMMITTEE CHARTER

Objective

To assist the Board to independently ensure that the Company establishes appropriate Human Resources strategies and policies consistent with best practices and business requirements and adopts and complies with remuneration policies that:

- attract, retain and motivate high calibre executives and directors so as to encourage enhanced performance of the Company;
- are consistent with the human resource needs of the Company;
- motivate management to pursue the long-term growth and success of the Company within an appropriate control framework; and
- demonstrate a clear relationship between executive performance and remuneration.

Constitution

The Committee is constituted and delegated functions by the Board. It has no powers other than those set out in this charter or otherwise delegated to it by the Board.

Save as specifically provided to the contrary in this Charter, the Committee's role is to review and make recommendations to the Board. It has no executive power or management function.

The Board retains full responsibility for remuneration policy.

The Constitution shall govern the regulation of meetings and proceedings of the Committee.

Composition

The Committee shall have at least 2 but no more than 5 members.

The Committee shall be comprised of non-executive directors with a majority of independent directors appointed by the Board. Independence is given the same meaning as in the Board Charter.

A quorum shall be 2 members.

New Committee members shall be given a thorough briefing by the Chairperson and/or Secretary on key remuneration issues and provided with appropriate background documentation.

If a member of the Committee ceases to be a director of the Company, that member ceases to be a member of the Committee. The Board may remove a member of the Committee.

Chairperson

The Board shall appoint the Chairperson of the Committee.

The Chairperson shall be an independent director.

Should the Chairperson be absent from a meeting, the members of the Committee present shall appoint a Chairperson for that particular meeting.

Frequency of Meetings

The Committee shall meet at least 3 times per year.

The Committee may call such additional meetings as the Chairperson of the Committee decides are necessary for the Committee to fulfil its duties.

Any Committee member can convene a Committee meeting.

Written Consent

Any action permitted to be taken at any meeting of the Committee may be taken without a meeting, if a written consent thereto is signed by at least 75% of the members of the Committee, provided that such written consent shall be filed with the minutes of the proceedings of the Committee.

Agenda

The Chairperson shall review the agenda for each meeting prior to its issue.

Any Committee member may require business to be included in the agenda, provided the Chairperson and Secretary have been given prior notice of that business.

Attendance

The Chief Executive Officer and Chief Human Resources Officer will be invited to attend meetings, as required. Other Company executives and advisers, as the Chairperson thinks fit, may be invited to attend meetings.

The Committee will operate independently of Senior Management of the Company, whilst receiving recommendations and input from the Chief Executive Officer, Chief Human Resources Officer, external advisers and other individuals as required. However, no individual will be directly involved in determining his/her remuneration.

Independent External Advice

The Committee or any individual Committee member may engage an independent external adviser in relation to any Committee matter, at the expense of the Company. Before the external advice is sought, consent must be obtained from the Chairperson of the Committee.

The Chairperson of the Committee may determine that any external advice received by an individual Committee member be circulated to the other Directors of the Company.

Secretary

The Company Secretary or his delegate shall act as Secretary of the Committee and shall attend meetings of the Committee, as required.

Minutes

Minutes of meetings of the Committee shall be prepared by the Secretary, approved by the Chairperson in draft and circulated to all members of the Committee and to the Board.

Minutes of meetings of the Committee shall be confirmed at the next meeting of the Committee and then signed by the Chairperson.

Responsibilities and Duties

The primary responsibilities of the Committee are to oversee:

- the Company's broad remuneration plans, policies and practices, with a view to assisting the Board to ensure that:
 - the level and composition of remuneration of senior executives and directors is sufficient and reasonable and linked to Company and individual performance;
 - the level and composition of remuneration of senior executives and directors is sufficient to ensure the Company is able to recruit and retain senior executives and/or directors with the requisite skill and expertise relative to the roles to be performed;
 - the integrity of the Company's remuneration strategies and practices is safeguarded;
 - shareholder interests and employee interests are aligned;
 - reviews of remuneration proposals are undertaken; and
 - the Company complies with legislative requirements related to remuneration practices;
- the succession planning and talent review process for the Company's senior executives (including the Foster's Leadership Team); and
- the overall human resources strategy for the Company.

The duties of the Committee shall include reviewing and making recommendations/reporting to the Board on:

- executive remuneration policies;
- the remuneration packages of Foster's Leadership Team;
- the outcome of the annual performance review of the Foster's Leadership Team and their direct reports;
- the Company's recruitment, retention and termination policies and procedures for senior management;
- incentive policies and schemes;

- retirement allowances;
- the remuneration framework for directors;
- succession and education and training of senior managers; and
- the Remuneration Report to be contained in the Company's Annual Report.

In making its recommendations, the Committee will provide the Board with a statement of rationale and strategy behind the remuneration approaches and senior executive remuneration levels it recommends.

Non-Executive Director Remuneration

The Committee will annually:

- review non-executive director remuneration (including Board and Board Committee fees, superannuation contributions and share plans); and
- recommend to the Board changes to fees and allowances with supporting rationale.

The remuneration of non-executive Directors must:

- not include retirement benefits other than statutory superannuation;
- not include options or bonus payments; and
- not involve participation in schemes designed for executive directors.

Senior Executive Remuneration Strategy, Policy and Practice

A primary focus of the Committee will be Chief Executive Officer and Senior Management remuneration policy, practice and levels across the Company.

The remuneration packages for the Chief Executive Officer and Senior Management should be structured to provide for a balance between fixed and incentive pay, reflecting short and long term performance objectives.

The Committee shall undertake an analysis of the Chief Executive Officer and Senior Management remuneration policy and practice relative to the market on an annual basis and recommend guidelines to the Board to govern the Company's remuneration policy and practice. Based on these guidelines, the Committee shall annually:

- review remuneration policy for the Chief Executive Officer and Senior Management (including the Foster's Leadership Team);
- recommend to the Board the Chief Executive Officer's remuneration covering:
 - fixed remuneration (salary and benefits), variable remuneration (bonus/incentive) and equity incentive entitlement levels
 - approval of performance measures and targets that relate to incentive opportunity;

- recommend to the Board the remuneration and incentive payments (including performance measures and targets) of the Foster's Leadership Team on the advice of the Chief Executive Officer;
- ensure that payment of equity-based executive remuneration is made in accordance with the thresholds set in plans approved by shareholders;
- review the relationship between individual performance levels and remuneration adjustments for the Chief Executive Officer and Foster's Leadership Team; and
- review the Company's recruitment, retention and termination policies and procedures for the Chief Executive Officer and Foster's Leadership Team.

Company-wide Remuneration Strategy and Policy

The Committee will be responsible for oversight of broad remuneration strategy and policy for levels below the Foster's Leadership Team. This includes:

- reviewing and approving the market positioning of remuneration policy for the Company and its operating groups;
- reviewing and approving remuneration policy including salary, allowances, benefits, incentives, superannuation and equity incentive plans;
- reviewing the effectiveness of management systems that underpin remuneration policy, such as job evaluation and management performance; and
- ensuring that all remuneration policies comply with relevant awards and legislation.

Reporting

The Chairperson shall report to the Board at the Board meeting following each Committee meeting. The report shall cover:

- the primary responsibility and the recommendations set out in the Responsibilities and Duties section; and
- any other material matters relevant to the Committee's duties.

Distribution

After its review each year, this charter shall be distributed by the Company Secretary to all Directors, the Chief Executive Officer and the Chief Human Resources Officer.

This Charter will be available for viewing by any person on the Company's website or a copy will be sent upon request.