

HR & Remuneration Committee Charter

April 2016



Objective and Scope

To assist the Board in the discharge of its responsibilities relating to the Company's remuneration framework, remuneration of Directors and members of the Executive Committee (Executives), talent management processes and the monitoring of the Company's diversity and inclusion policies and practices.

Duties and Responsibilities

The Committee will:

1. review from time to time the Company's organisational design and talent capability commensurate and consistent with its strategic goals including:
 - a. the overall talent management processes including sourcing (recruitment and selection), assessment, development and succession;
 - b. performance management practices and outcomes; and
 - c. diversity and inclusion.
2. review from time to time the overall cultural framework and practices of the Company;
3. review the Company's remuneration strategy from time to time;
4. review and recommend to the Board for its approval the structure, rules and details of any awards made under the Company's employee share plans;
5. review and recommend to the Board for its approval the structure and performance measures of any incentive plans in which the Company's Executives participate;
6. review and recommend to the Board for its noting the framework of incentive share plans in which employees (other than Executives) participate;
7. recommend to the Board for its approval (in relation to the CEO) or its noting (in relation to other Executives):
 - a. remuneration packages and termination arrangements;
 - b. personal performance measures;
 - c. its assessment of performance against those measures;
 - d. any proposed changes to employment contract terms; and
 - e. succession plans;
8. determine for recommendation to the Board the remuneration of the Non- Executive Directors and ensure that the aggregate fees are within the limit approved by shareholders;
9. review and recommend and oversee major components of the Company's remuneration strategy such as superannuation, retirement and pensions schemes, share plans, incentives and bonus payments;
10. appoint remuneration consultants as required and monitor the appointment of remuneration consultants to ensure that recommendations received are independent and free from undue influence;
11. oversee industrial relations policies, practices and strategies; and
12. review measurable objectives for achieving diversity and inclusion and monitor the Company's progress towards achieving them.

Authority

The Committee is a review and advice committee. It has no decision making authority and holds no delegated authorities from the Board.

The Committee is authorised by the Board to obtain outside specialist advice, or other professional advice, to the extent that it considers it necessary or appropriate for the Committee to discharge its duties and responsibilities. External remuneration consultants will be engaged by, and report directly to, the Committee in accordance with the requirements of the *Corporations Act 2001*.

In carrying out its duties the Committee may discuss any issue within its scope directly with management, internal or external auditors or experts and request reports, explanations and information of any of the activities or procedures of the Newcrest Group.

Membership

The Committee is appointed by the Board and is comprised of at least four Non-Executive directors, one of whom acts as Chairman of the Committee.

The Board of Directors appoint and remove the members of the Committee and the Committee's Chairman.

Meetings

A minimum of three Committee members is required to form a quorum. In the absence of the Committee Chairman or an appointed delegate, the Committee members will elect one of their number as Chairman for that meeting.

The Committee will meet as required but a minimum of three times per year.

All Non-Executive Directors and Executive Directors and the Executive General Manager – People will receive Committee papers and have a standing invitation to attend Committee meetings, other than those pertaining to the remuneration or performance of the Executive Directors and/or Executive General Manager – People. Other employees and specialist external consultants (as required) may attend all or part of a Committee meeting by invitation.

Revised by the Board: 14 April 2016