

# People and Performance Committee Charter

Approved Date: 25<sup>th</sup> June 2025



## PURPOSE

The purpose of the Committee is to:

- Assist the board in fulfilling its responsibilities relating to people strategies and culture
- Providing assurance on appointments, remuneration and performance of senior management

## MEMBERSHIP

The committee will comprise three directors. The board chair may serve on the Committee.

Members of the Committee shall be appointed by the board at the meeting of the board immediately following the AGM of the Company; the term of appointment to the Committee is for a period of one year. The board is to appoint the Committee chair (Chair), who shall not be chair of the board.

All Directors may attend Committee meetings. The chief executive will attend meetings and other management will attend as required by invitation of the Chair.

External advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

## COMMITTEE MEETINGS

The Committee shall meet at least two times per year. The Committee will hold such other meetings as the Chair will decide are required to fulfil its duties.

Any member of the Committee or the chief executive may request a meeting at any time if they consider a meeting is necessary.

The quorum shall be two.

## REPORTING

The Chair will report to the next board meeting on the outcome of Committee meetings

Minutes of the meetings together with any supporting material provided to the Committee will be available to all directors.

## RESPONSIBILITIES

The Committee will carry out the following responsibilities.

### 1. *Strategies, policies and culture*

- Review and recommend to the board for approval the people and culture strategy
- Review and recommend policies for board approval within the policy framework.

### 2. *Chief Executive employment matters*

- Review and recommend to the board for approval:
  - All components of remuneration including base salary, other entitlements and benefits arising from employment
  - Annual objectives and key performance indicators
  - Evaluation of performance against objectives and key performance indicators
  - Any payment due under any bonus scheme

### 3. *Senior management employment matters*

- In respect of senior management who report directly to the chief executive, review and recommend to the board based on the chief executive's recommendation
  - Terms of employment, including any significant position description changes
  - All components of remuneration including base salary, other entitlements and benefits arising from employment
  - Annual objectives and key performance indicators
  - Evaluation of performance against objectives and key performance indicators
  - Any payment due under any bonus scheme

### 4. *Other matters*

- Support the chief executive with recruitment within the senior management team
- Support the chief executive to review and consider succession planning including identifying future leaders within the business.
- Review any other matter referred to the Committee by the board

## AUTHORITIES

The Committee will make recommendations to the board on all matters requiring a decision. The Committee does not have the power or authority to make a decision in the board's name or on its behalf.

The Committee is authorised by the board to investigate any activity within its charter. It is authorised to seek any information it requires from any employee and all employees will be directed to cooperate with any request made by the Committee. The Committee is also authorised

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to obtain, at the expense of the company, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the expense of the company, of outside parties with relevant experience and expertise if it considers this necessary.

## REVIEW OF THE COMMITTEE AND THIS CHARTER

Every two years, the Committee undertakes a self-review of its performance against its objectives and responsibilities and advises the Board of the outcome of that review.

This Charter will be reviewed annually with any proposed changes recommended to the Board for approval.