

People and Culture

— Committee Charter —



People and Culture Committee Charter

Introduction

This Charter sets out the role and responsibilities of the People and Culture Committee ("Committee") to assist the Board in setting the human resources and remuneration policies and practices that develop and reward our people for high performance.

1. Roles and Responsibilities

The Committee monitors, reviews and makes recommendations to the Board for approval in relation to the following activities within the Company:

- establishing appropriate people strategies, policies and organisational culture framework in line with business goals, ethics and values;
- attracting and retaining Executives and Directors (executive and non-executive) who are aligned to our values and will create sustainable value for our shareholders;
- evaluating the performance of the Board, its Committees, Non-Executive Directors, CEO and Executives;
- fairly and responsibly rewarding Executives and Directors having regard to the performance of SHL, the performance and behavior of the Executive and the external compensation environment;
- succession planning for Non-Executive Directors, the CEO and Executives;
- supporting equal opportunity and promoting diversity within SHL; and
- complying with all relevant legislation and regulations including the Corporations Act and the Public Governance, Performance and Accountability Act.

2. Duties

The Committee monitors, reviews and recommends to the Board for approval the following activities within the Company:

- (a) Board composition, performance and succession planning
 - (i) review and assess the Board Skills Matrix annually, having regard to the Company's strategic objectives, legal requirements and to the highest standards of corporate governance;
 - (ii) review and endorse for Board approval the composition of Board Committees;
 - (iii) undertake a Board performance review annually, with outcomes incorporated into the Annual Board Plan; and

- (iv) provide Shareholder Ministers with an Annual Board Plan, covering Board composition, upcoming vacancies and ongoing skill and diversity requirements.
- (b) Performance and remuneration
- (i) the recruitment, retention and termination of the CEO and Executives;
 - (ii) alignment of performance objectives and remuneration incentive policies and guidelines for CEO and Executives;
 - (iii) the remuneration of the CEO and Executives;
 - (iv) assist the Chair of the Board in relation to the annual performance evaluation of the CEO;
 - (v) consider the CEO's recommendations on performance and remuneration for Executives;
 - (vi) review and endorse for Board approval SHL Remuneration Policy and incentive plans;
 - (vii) review and endorse for Board approval the annual Remuneration Report; and
 - (viii) perform any other remuneration or human resources related tasks referred to the Committee by the Board.
- (c) Human Resources, Talent Management and Diversity
- (i) establish and maintain appropriate succession arrangements for the CEO and make recommendations to the Board about the same;
 - (ii) ensure the CEO has succession plans in place for Executives;
 - (iii) provide counsel and guidance on appropriate human resources strategies, policies, frameworks and programs in relation to
 - (A) organisational culture, ethics and values;
 - (B) recruitment, engagement and retention, including review of employee engagement survey results;
 - (C) diversity, inclusion and equal employment opportunity;
 - (D) talent management and succession;
 - (E) learning and development;
 - (iv) oversee and provide guidance to the business in the renegotiation and establishment of Enterprise Bargaining Agreements, and/or other significant terms and conditions of employment;
 - (v) review any significant complaints and conduct related to breaches of the Code of Conduct; and

- (vi) assist the Board in its oversight of SHL's compliance with applicable legal, regulatory and reporting requirements as they relate to each of the above responsibilities.

3. Membership

The membership of the Committee shall be determined by the Board and shall consist of:

- (a) at least three Non-Executive Directors; and
- (b) any Non-Executive Director as Chair of the Committee.

The Board will from time to time review the composition and membership of the Committee.

A quorum of the Committee comprises two members.

The CEO, as well as other management, may attend by invitation. The Company Secretary will act as Secretary of the Committee.

4. Meetings and Resources

The Chair will convene meetings of the Committee as necessary but not less than three times per year.

The Committee may request the Group Executive - Safety, People, Community and Services or other SHL employees, to provide any information or carry out any task that may be necessary to enable the Committee to properly carry out its functions and meet its objectives.

The Committee may seek advice from external consultants to enable the Committee to properly carry out its responsibilities and meet its objectives, and is authorised to engage consultants, and approve expenditure, as the Committee sees fit.

5. Performance and Assessment

The Committee must review this Charter annually to ensure its relevance and effectiveness, and recommend to the Board any proposed changes.

At least once a year, the Committee must report on, and the Board will review, the performance of the Committee. This review will incorporate the views of relevant stakeholders.