

AUB Group Limited People and Remuneration Committee Charter

Effective 19 February 2024



1. Introduction

The People and Remuneration Committee (**Committee**) is established as a committee of the board of directors (**Board**) of AUB Group Limited (**AUB**). This Charter outlines the purpose, responsibilities and composition of the Committee and the manner in which it discharges its responsibilities for AUB and its controlled entities (together **AUB Group**).

2. Purpose

The primary purpose of the Committee is to provide an objective review and oversight of people and remuneration related policies, frameworks and practices of AUB Group, so that they:

- a) align with AUB Group's Board approved purpose, culture and strategy;
- b) are designed to attract, retain and motivate high calibre individuals who will create and support long-term, sustainable value for shareholders;
- c) support AUB Group's risk management framework;
- d) comply with applicable legal and regulatory requirements across the jurisdictions in which AUB Group operates; and
- e) remain appropriate to changing market conditions.

3. Role

- a) The Committee has been established to assist the Board in discharging its responsibilities on a range of matters relating to the oversight and review of:
 - (i) Organisational culture, diversity, equity and inclusion;
 - (ii) Conduct including but not limited to workplace harassment, sexual harassment and bullying;
 - (iii) Executive talent management, development programs and succession planning applicable to the AUB Group Executive and other critical roles, as determined by the Committee from time to time;
 - (iv) AUB Group's remuneration framework, which includes remuneration strategies, recognition programs, remuneration policy and other people-related policies;
 - (v) Remuneration arrangements for non-executive directors of AUB; and



- (vi) Remuneration arrangements and outcomes for the AUB Chief Executive Officer (**CEO**), Group Executive, and any other roles determined by the Committee or the Board whose role may affect the financial soundness or reputation of AUB Group.
- b) In carrying out its role, the Committee will oversee people and remuneration practices and recognition programs so that they:
- (i) are aligned to AUB Group's remuneration policy and principles;
 - (ii) have regard to performance and financial soundness;
 - (iii) satisfy governance, legal and regulatory requirements; and
 - (iv) encourage behaviours which support good outcomes for stakeholders whilst appropriately mitigating against operational, financial, non-financial, regulatory and reputational risks and do not reward conduct that is contrary to AUB Group's values, culture or risk appetite.

4. Composition

The Committee will consist of at least 3 directors of AUB, all of whom must be non-executive directors, and the majority of members of the Committee must be independent.

The Committee membership and Committee Chair will be as determined from time to time by the Board. The Committee Chair will be an independent director.

At least one member of the Committee will be a member of the Board Audit & Risk Committee.

The AUB Company Secretary will be the secretary of the Committee (**Secretary**).

5. Authority and Access

The Committee is authorised to perform activities within the scope set out in this charter and to make appropriate recommendations to the Board.

The Committee will have free and unfettered access to other Board Committees, the CEO and the Group Executive, any other relevant internal party (including human resources, risk and financial control personnel) and external parties and information, and may make any enquiries necessary to fulfil its responsibilities.

The CEO, Group Head of Human Resources, Chief Financial Officer and Chief Legal and Risk Officer, supported by any other relevant executives, are responsible for the preparation, presentation and integrity of the information provided to the Committee.

The Committee may, with prior approval of the Board Chair, wherever practicable, obtain independent advice at AUB's expense. This includes by engaging and receiving advice and recommendations from



appropriate independent experts (including remuneration experts). The engagement and any advice received will be independent of management.

Committee members are entitled to rely on information, advice and assurances provided by management on matters within their responsibility, and on the expertise of independent experts, as long as they are not aware of any grounds that would make such reliance inappropriate.

6. Responsibilities of the Committee

The duties and responsibilities of the Committee (and their scope) are as follows:

6.1 People

- a) Review and monitor people strategies designed to attract, retain, develop and motivate employees, and consider their effectiveness.
- b) Review and monitor people risks and actions to mitigate risks.
- c) Review and monitor executive talent management and development programs applicable to the Group Executive and other roles as determined by the Committee.
- d) Oversee and review the succession plan for the Group Executive and other critical roles as determined by the Committee.
- e) Review and make recommendations to the Board regarding AUB Group's Diversity, Equity & Inclusion Policy.
- f) Review and make recommendations to the Board on diversity generally within AUB Group, the setting of measurable objectives for achieving diversity, equity and inclusion, and monitor, on an annual basis, progress made towards achieving those objectives.
- g) Review and monitor AUB Group's compliance with applicable legal and regulatory requirements associated with workplace reform and risk.

6.2 Culture

- a) Receive reports on periodic employee engagement and culture survey results and insights, including employee engagement action plans and monitor their effectiveness.
- b) Review reports on and develop and oversee initiatives on organisational culture and make recommendations to the Board on actions that the Committee considers necessary to instil, or reinforce, the desired organisational culture (with matters relating to risk culture referred to the Board Audit and Risk Committee).

6.3 Remuneration strategy and framework

- a) Review and make recommendations to the Board regarding AUB Group's remuneration framework, strategies, and policies.



- b) Monitor the design and effectiveness of AUB Group's overall remuneration framework (including incentive plans) in achieving its objectives, including to confirm that it:
 - (i) encourages and sustains a culture aligned with AUB Group's values;
 - (ii) supports AUB Group's strategic objectives and sustainable shareholder returns; and
 - (iii) is consistent with the Company's risk management framework and risk appetite.
- c) Review and recommend to the Board for approval the annual short-term incentive (**STI**) allocation for AUB Group.
- d) Oversee and note the outcomes of the annual AUB Group performance and remuneration review, including the annual remuneration budget.
- e) Review and recommend to the Board for approval the Minimum Shareholding Policy, and monitor policy compliance.

6.4 Non-executive director remuneration

- a) Review and make recommendations to the Board regarding remuneration arrangements for AUB non-executive directors (including the amount and structure of Board and Committee remuneration).
- b) Review the total fee pool available to AUB non-executive directors (as approved by shareholders).

6.5 CEO performance and remuneration

In conjunction with the Board Chair, review and make recommendations to the Board on:

- a) remuneration arrangements for the CEO (including quantum and structure);
- b) performance targets and key accountabilities for the CEO, and remuneration outcomes based on the assessment of performance against targets and key accountabilities and any other factors that the Committee determines to be relevant (including whether the Board should consider exercising any discretion).

6.6 Group Executive performance and remuneration

- a) Review and make recommendations to the Board on remuneration arrangements for the Group Executive (including quantum and structure).
- b) Note the performance targets and key accountabilities for the Group Executive, as set by the CEO.
- c) Having regard to the CEO's recommendations, review and make recommendations to the Board on remuneration outcomes for the Group Executive based on the assessment of performance against targets and key accountabilities and any other factors that the Committee determines to be relevant (including whether the Board should consider exercising any discretion).



6.7 Equity and incentive plans

- a) Review and recommend to the Board for approval the design and terms of all new AUB equity and incentive plans, including changes to existing plans.
- b) Review and recommend to the Board for approval employee awards under any AUB equity plans.
- c) Review and recommend to the Board for approval the outcome of any financial and non-financial performance hurdles in relation to any AUB equity plans, including whether the Board should consider exercising discretion.

6.8 Remuneration disclosures

- a) Review and recommend to the Board for approval the Remuneration Report to be included in the Annual Report.
- b) Consider the overall outcome of the shareholder vote on the adoption of the Remuneration Report at the AUB annual general meeting when reviewing remuneration policies and practices.

6.9 Other matters

Review, and make recommendations to the Board for the following matters, as required:

- a) Employee and non-executive director superannuation matters.
- b) If applicable, termination payments, malus and clawback for the CEO and Group Executive.
- c) Other relevant people and remuneration matters identified from time to time, or as requested by the Board.

7. Meetings

The Committee will meet at least four times per year, or more frequently as necessary.

A quorum for meetings is two Committee members.

The Secretary will prepare an agenda for each Committee meeting for review by the Committee Chair. Any member may require business to be included on the agenda provided that the Committee Chair and Secretary have been given prior notice.

Resolutions will be adopted by simple majority. In the case of a tie in votes, the Committee Chair has a casting vote, in addition to their vote as a Committee member.

All AUB non-executive directors will have access to Committee papers and may attend Committee meetings, subject to conflicts.



The CEO is generally invited to attend Committee meetings, except where their attendance may present a conflict of interest when matters being considered relate to them.

The Committee may invite other persons to attend Committee meetings.

The Committee will meet concurrently with the Board Audit and Risk Committee at least once a year, to consider any risk-based or other adjustments that may warrant consideration in the Board's determination of remuneration outcomes.

The Committee Chair will report on the business of Committee meetings to the Board, including any Committee recommendations.

Minutes of Committee meetings will be made available to all AUB directors.

8. Review

The Committee will perform an evaluation of its performance at least annually to determine whether it is functioning effectively.

The Committee will regularly review this charter. Any amendments to this charter are to be approved by the Board.

9. Material Revisions

Version	Approval Date	Effective Date	Details
1.0	26 June 2016	26 June 2016	Policy approved by AUB Group Limited Board.
2.0	30 June 2020	1 July 2020	Policy approved by AUB Group Limited Board.
3.0	19 February 2021	19 February 2021	Policy approved by AUB Group Limited Board.
4.0	19 February 2024	19 February 2024	Policy approved by AUB Group Limited Board.