

TERMS OF REFERENCE: PEOPLE AND PERFORMANCE COMMITTEE

26 May 2020

1. PURPOSE

The purpose of the People and Performance Committee is to make recommendations to the Board to:

- 1.1 establish the remuneration framework for the Chief Executive Officer and Senior Executives who report directly to the Chief Executive Officer;
- 1.2 the performance and remuneration of the Chief Executive Officer and Senior Executives who report directly to the Chief Executive Officer;
- 1.3 the design and operation of the Company's Performance and Reward programme;
- 1.4 support Management to drive a positive culture
- 1.5 other identified strategic people and performance initiatives, including the Company's industrial relations strategy and approach;
- 1.6 the compliance of the Company's Human Resources governance framework, including strategic people strategies and initiatives, policies and practices; and
- 1.7 attending to any other matter or performing any function referred to the Committee by the Board.

2. COMPOSITION

- 2.1 The People and Performance Committee is a Committee of the Board and shall consist of at least three Directors, one of whom shall be the Chair. The appointment of additional Directors to this Committee shall be confirmed at the first Board Meeting following the Annual Meeting each year.
- 2.2 The Chair of the Committee will be a Director, other than the Chair of the Board, and shall be appointed by the Board.
- 2.3 At least one member of the Committee should have general human resources capability and experience for example being an Ex CEO of a significant organisation.
- 2.4 A quorum will be declared when two Directors are present.

3. SPECIFIC ROLE OF THE CHAIR

Liaise with the Chief Executive Officer and/or the GM People and Safety on behalf of the Committee to discuss any issues that are arising.

4. MEETINGS

- 4.1 Meetings will be required with a minimum of two per year, having regard to when Director and Executive Remuneration is due for review in terms of the Company's remuneration procedure.
- 4.2 The Committee Chair will convene a meeting upon request of any Director of the Board.

- 4.3 All Directors, Chief Executive Officer and GM People and Safety shall be entitled to attend any meeting of the Committee provided they are not conflicted for personal reasons.
- 4.4 The Committee may have in attendance other such persons, including external advisors as it considers necessary to provide appropriate information and advice.
- 4.5 The Committee shall also be entitled to hold meetings without Management as it considers necessary.
- 4.6 The GM People and Safety will normally keep a record of business transacted. In the absence of GM People and Safety, the Chair will keep this record and provide it to the GM People and Safety..

5 RESPONSIBILITIES

5.1 Policy and Procedure

Set and review key human resources policies and procedures to ensure that they are prudent and will allow the Company to achieve its strategic objectives.

5.2 Strategic People and Performance Initiatives

Review and monitor the performance of the agreed strategic people and performance initiatives:

- 5.2.1 Development
- 5.2.2 Succession planning
- 5.2.3 Engagement framework (including Union strategy)
- 5.2.4 Diversity and Inclusion

5.3 Remuneration and Benefits

Annually review and recommend, in accordance with the Company's remuneration policies and procedures:

- 5.3.1 all components of the remuneration of the Chief Executive Officer and periodically review the position description of the Chief Executive Officer. It is the responsibility of the Board Chair to oversee the performance of the Chief Executive Officer.
- 5.3.2 all components of the remuneration of Senior Executives who report directly to the Chief Executive Officer.

5.4 Succession Planning and Development

Annually review succession planning and development of the Chief Executive Officer, other Senior Executives and any other critical roles identified.

5.5 Performance-Reward Plans

- 5.5.1 Set and review the terms of the Company's short and long term Performance-Reward plans for employees.
- 5.5.2 Review any proposed payments under each programme for consistency with Board policy decisions.

5.6 Employment Agreements

Set and review, as appropriate, the terms of any employment agreements which are either delegated to the Committee by the Board or referred to it by the Chief Executive Officer.

5.7 Termination Payments of Chief Executive and Senior Executives

Any termination payments for the Chief Executive and Senior Executives are to be monitored and reported through the Committee.

5.8 Other

Consider any other matter relating to people and performance referred to the Committee by the Board.

5.9 Review and recommend for Board approval:

5.9.1 Appointments with respect to the Chief Executive.

5.9.2 Annual remuneration changes, and performance incentive payments.

5.9.3 Approval of the diversity and inclusion policy and any associated measures, goals and initiatives.

5.9.4 Approval of any other Human Resources Policy referred to the Committee by the Board.

5.9.5 Consider any other matter relating to people and performance referred to the Committee by the Board.

6 AUTHORITIES

6.1 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.

6.2 The Committee is authorised by the Board, at the expense of the Company, to obtain such outside information and advice including market surveys and reports, and to consult with such management, consultants and advisers, with relevant experience and expertise, as it thinks necessary for carrying out its responsibilities.

7 REVIEW OF THE TERMS OF REFERENCE OF THE COMMITTEE

7.1 The Committee will undertake a review of these terms of reference at least every two years.

7.2 Any changes to the terms of reference will be recommended by the Committee to the Board for their agreement.

8 REPORTING PROCEDURES

8.1 The Committee shall maintain direct lines of communication with the Chief Executive and the GM Human Resources.

8.2 The Chief Executive and the GM Human Resources shall be responsible for drawing to the Committee's immediate attention any people related matters that relate to any material breakdown in statutory compliance, internal controls or policy breach.

- 8.3 After each meeting the Chair of the Committee will report the Committee's recommendations and findings to the Board.
- 8.4 The minutes of all Committee meetings will be recorded, stored and circulated to members of the Board, according to the Company Constitution. Extracts from the minutes will be made available to the Chief Executive Officer, GM People and Safety and to such other persons as the Board directs, as may be necessary to enable them to properly carry out their functions.