



AMA GROUP

People
Committee Charter

March 2022

1 PURPOSE OF CHARTER

This Charter sets out the role, responsibilities, composition, structure and processes of the People Committee (Committee) established by the Board of AMA Group Limited (AMA Group).

2 ROLE OF THE COMMITTEE

The role of the Committee is to assist the Board in fulfilling its governance and oversight responsibilities relating to:

- **People:** management programs to optimise the contributions of AMA Group employees and further corporate objectives including succession and leadership development, talent management, diversity, organisational culture, employee engagement and wellbeing;
- **Remuneration:** AMA Group's remuneration framework, practices and disclosures for the Chair and other Non-Executive Directors, plus the remuneration, incentives and performance of the Group Chief Executive Officer (CEO); and
- **Nomination:** Board and Board Committee composition and succession planning, diversity, performance evaluation, induction and continuing professional development.

The authority of the Committee is expressly stated in this Charter or as otherwise authorised by the Board.

3 RESPONSIBILITIES

The key responsibilities of the Committee include:

People

People and culture

- Review and oversee AMA Group's key people and organisational culture strategies and their alignment with AMA Group's business strategy and values.

Succession planning

- Oversee, and make recommendations to the Board regarding CEO and executive key management personnel (KMP) succession planning.

Performance management and Talent development

- Review, and make recommendations to the Board as appropriate in relation to, major changes and developments to management programs to optimise the contributions of AMA Group employees to support and further corporate objectives, particularly relating to:
 - other executive and senior leader succession;
 - attraction, recruitment and retention and talent identification;
 - performance management;
 - gender pay equity;
 - organisational culture, employee engagement and wellbeing; and
 - employee value proposition.
- Oversee programs for the ongoing leadership and capability development of executive KMP and other senior executives (as required).

Diversity and inclusion

- Review and recommend to the Board, AMA Group's Diversity Policy.
- Review, the setting of, and recommend to the Board, annual measurable objectives for achieving diversity (regarding gender and more broadly) in the composition of the Board, senior executives and workforce generally, and monitor progress towards achieving those objectives.
- Review, in relation to each reporting period, diversity disclosures for including in AMA Group's annual reporting (in particular Corporate Governance Statement).

Remuneration

Remuneration framework

- Monitor and review AMA Group's remuneration framework (including key policies and practices) and make recommendations to the Board as required, ensuring that the framework is aligned with AMA Group's purpose, values, strategic objectives and risk appetite.
- Consider the outcome of the annual shareholder vote on the adoption of the remuneration report when reviewing AMA Group's remuneration policies and practices.

Non-Executive Director remuneration

- Review and recommend to the Board the remuneration arrangements for the Chair and other Non-Executive Directors (including base fees, committee fees, travel and other benefits) and the maximum aggregate level of fees (subject to shareholder approval).

Remuneration and performance of the CEO and other executives

- Review and make recommendations to the Board in relation to, the remuneration and other key employment arrangements for the CEO, other members of executive KMP and other senior executives (as required), including quantum, structure (fixed, performance based, and equity-based), and outcomes (including as to the exercise of any Board discretion), having regard to the remuneration framework.
- Review and make recommendations to the Board, any termination payments for the CEO, other members of executive KMP or other senior executives (as required).
- Review and recommend to the Board the key accountabilities and appropriate performance measures for the CEO, other members of executive KMP and other senior executives (as required).
- Monitor the performance of the CEO and assist the Chair of the Board in undertaking an annual evaluation of the CEO's performance.
- Ensure the CEO has undertaken the annual performance evaluation process for executive KMP and other senior executives (as required).

Incentive (including equity-based) plans

- Review and make recommendations to the Board regarding any new, or material amendments to any existing, employee incentive plans including, but not limited to, equity-based plans, and approve any immaterial amendments to these plans.
- Review and make recommendations to the Board annually in respect of the Short-Term Incentive (STI) Plan (including budget, design and outcomes).
- Review and make recommendations to the Board annually in respect of the Long-Term Incentive (LTI) Plan (including executive LTI offers and vesting outcomes).

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- Review and approve adjustments to employee equity vesting outcomes or eligibility to receive STI or LTI payments, including but not limited to, where vesting conditions have not been met, or subject to relevant clawback provisions.
- Exercise powers/authorities/discretions relating to incentive plans that are delegated to it by the Board.

Remuneration disclosures

- Review and recommend to the Board the annual remuneration report.
- Satisfy itself that AMA Group's remuneration-related disclosures, including the annual remuneration report, satisfy applicable governance, accounting and legal requirements.
- Review the report of the Committee's composition, responsibilities and discharge of those responsibilities for inclusion in AMA Group's annual reporting (in particular, Corporate Governance Statement).

Nomination

Board and Committee composition and succession planning

- Undertake succession planning for the Board, its committees and the Chair having regard to the skills, experience, diversity, independence and knowledge required for the Board to discharge its duties.
- Assist the Board to develop and regularly review its Board skills matrix.
- Review and recommend to the Board regarding the structure, size and composition of the Board and its committees (as required).
- Develop general processes for the Board for the selection and appointment of new Non-Executive Directors and the re-election of incumbent Non-Executive Directors.
- Support the Board in identifying and considering potential Non-Executive Director candidates as appropriate, having regard to:
 - Their personal attributes, the Board skills matrix, relevant diversity criteria and fit with the rest of the Board.
 - The capability of the candidate to devote the necessary time and commitment to the role.
 - Potential conflicts of interest and independence of the candidate, which are to be assessed by the Committee prior to making a recommendation in relation to their appointment.
- Monitor that appropriate background checks are undertaken in relation to all potential Non-Executive Director candidates.

Director independence

- Assess and report to the Board as to the independence of a Non-Executive Director on appoint and then annually.

Director induction and continuing professional development

- Ensure that, on appointment, all Non-Executive Directors receive a formal letter of appointment, and all Executive Directors receive an employment contract.
- Develop and oversee the program for inducting new Directors.
- Periodically review Board and individual Director professional development needs.

Board, Committee and Director performance evaluation

- Recommend to the Board the process for evaluating the performance of the Board, its committees, the Chair and individual Directors, including whether to use external facilitators.

4 COMPOSITION

The Committee will comprise of:

- (a) at least three members;
- (b) only Non-Executive Directors, a majority of whom must be independent; and
- (c) an independent Non-Executive Director as Committee Chair.

Appointments and revocations of appointments to the Committee will be determined by the Board. If a member ceases to be a Director of the Board, that member ceases to be a member of the Committee.

5 MEETINGS

The Committee will meet as often as necessary in order to fulfil its role. It is intended that the Committee will meet at least four times each calendar year.

Additional meetings may be convened by the Chair of the Committee, taking into account requests from any member of the Committee, the Chair of the Board, the CEO or the Chief People Officer (CPO).

The quorum for any meeting will be two Committee members.

The Committee Chair is responsible for the conduct of all Committee meetings. If the Committee Chair is unable to attend a meeting, the members present at that meeting will appoint another member to act as Chair at that meeting.

Committee members may attend meetings in person or participate by videoconference or other electronic means. Committee decisions and recommendations may be made by circular or written resolution (including email or other electronic means). Matters arising for determination at a Committee meeting or circular or written resolution must be decided by a majority of votes cast.

The Committee may, from time to time, delegate specific authority to the Committee Chair to approve remuneration-related or people-related matters in between scheduled Committee meetings.

6 ATTENDANCE BY NON-COMMITTEE MEMBERS

Directors of the Board who are not Committee members may attend Committee meetings. The CEO and CPO will be invited to attend Committee meetings as required. Other members of management and external consultants or advisers may be invited to attend meetings, as the Committee Chair thinks fit.

If a Committee member or an attendee has a material interest in a matter that is being considered at a Committee meeting, that person must not take any part in decision-making on that matter. However, members may be present at Committee meetings and may participate in the formulation of recommendations to the Board in relation to the remuneration of Non-Executive Directors.

7 SECRETARY

The Company Secretary of the Board (or their delegate) will be the Secretary of the Committee.

8 AGENDA AND DOCUMENTATION

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

The agenda and supporting documentation for each Committee meeting will be circulated within a reasonable time prior to that meeting to Committee members, other Directors, the CPO, and other attendees, as appropriate.

9 MINUTES

Minutes of Committee meetings will be prepared by the Secretary, approved by the Committee Chair in draft. The minutes of a Committee meeting will be approved at the next Committee meeting and then signed by the Committee Chair.

10 REPORTING TO THE BOARD

The minutes of each Committee meeting will be provided to all directors of the Board.

The Committee Chair, will, at the next Board meeting after a Committee meeting (or earlier if considered necessary), brief the Board on matters arising out of the Committee meeting and advise of any decisions and/or recommendations made.

11 ACCESS TO INFORMATION AND INDEPENDENT ADVICE

The Committee will have unrestricted access to management and rights to seek explanations and additional information from management.

The Committee may engage external consultants to provide analysis or information from time to time in accordance with approved protocols for obtaining external remuneration advice.

The Committee has authority to conduct or direct investigations into any matters within this Charter. The Committee may obtain external, independent legal or other professional advice as considered necessary or desirable by the Committee to assist it in any investigation or to carry out its responsibilities. As appropriate, the Committee will inform the Chair of the Board, the CEO, the CPO, and the Company Secretary of any decision to authorise such an investigation or obtain such external advice.

12 PERFORMANCE EVALUATION AND CHARTER REVIEW

The Board will undertake an annual evaluation of the Committee's performance and effectiveness as part of the Board evaluation process.

The Committee will, at least once in each year, review this Charter to determine its adequacy for current circumstances, and recommend proposed amendments to the Board. When it is considered appropriate, the Committee will also review its membership and make recommendations to the Board.

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Approved By	AMA Group Board	Maintained By	AMA Group Board