



Remuneration, People and Culture Committee Charter

Amotiv Limited

ACN 004 400 891 ("**Company**")

and its subsidiaries ("**Group**")

1 Membership of the Committee

The Committee must consist of:

- only non-executive directors;
- a majority of independent directors;
- an independent director as chair; and
- a minimum of three members of the Board.

The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

All non-executive directors have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts.

Other non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

The Board or Committee will periodically assess the Committee's membership and performance.

2 Role and responsibilities

Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board. The Committee does not have any executive powers to commit the Board to the implementation of its recommendations except where expressly stated in this Charter or as authorised by resolution of the Board.

The responsibilities of the Committee are set out below:

2.1 Remuneration

The responsibilities of the Committee in respect of remuneration are as follows:

- (a) Review and recommend to the Board employment and remuneration arrangements for the Chief Executive Officer (**CEO**), including contract terms, annual remuneration and participation in the Group's incentive plans.
- (b) On the recommendation of the CEO, review and recommend to the Board remuneration arrangements for key management personnel and executives including but not limited to annual remuneration and participation in the Group's incentive plans.
- (c) Review and recommend to the Board for approval any new or material amendments to the Group's remuneration practices.

- (d) Review and approve new or material amendments to the Group's superannuation arrangements.
- (e) Review, oversee and make recommendations to the Board relating to the Group's employee incentive plans and equity (salary sacrifice) plans, including with respect to:
 - (1) the structure and operation of the plans;
 - (2) the Rules and the terms of any plan or offer, and changes to them;
 - (3) the setting of targets, metrics and opportunities in relation to the incentive plans, including but not limited to, sustainability-related opportunities;
 - (4) offers to be made under the plans and to whom; and
 - (5) award outcomes under the incentive plans for the Executive Key Management Personnel and Senior Executives based on performance against the applicable performance targets and any other factors that the Committee determines to be relevant (including whether the Board should consider exercising any discretion);
- (f) Review and recommend to the Board the remuneration arrangements for the Chair and the non-executive directors of the Board, including fees, travel and other benefits.
- (g) Review and recommend to the Board for approval any proposed consultancy arrangements with a director, senior executive or a related party of a director or senior executive.
- (h) Approving the appointment of remuneration consultants for the purposes of the *Corporations Act 2001* (Cth).
- (i) Review and recommend to the Board the remuneration report prepared in accordance with the *Corporations Act 2001* (Cth) for inclusion in the annual directors' report.
- (j) Through the Committee Chair, on behalf of the Board, engage with shareholders and any other relevant stakeholders in relation to the Group's remuneration policies and practices.

2.2 People and Culture

The responsibilities of the Committee in respect of People and Culture are as follows:

- (a) Oversee the Group's people strategies and any policies (for example, related to recruitment, retention, termination, industrial relations, flexible working, growth and development, equal opportunity, diversity equity and inclusion, and non-discrimination).
- (b) Review the Group's organisational culture and employee engagement results and action plans.

- (c) Oversee senior leadership talent and succession plans and processes for the identification, promotion and retention of talent.
- (d) Conduct regular reviews of, and monitor the implementation of, the Group's remuneration framework to confirm it:
 - encourages and sustains a culture aligned with the Group's values;
 - supports the Group's diversity and inclusion strategies;
 - supports the Group's strategic objectives and long-term financial soundness; and
 - is aligned with the Group's risk management framework and risk appetite.
- (e) Oversee the Group's diversity and inclusion strategies, policies and processes.
- (f) Review and recommend to the Board for approval measurable objectives for achieving gender diversity in the composition of the Board, senior executives and workforce generally, and, on an annual basis, assess and report to the Board on the Group's progress in achieving those objectives, including the relative proportions of different genders and non-binary persons, on the Board, in senior executive positions, and across the whole workforce.
- (g) Review and report to the Board on the relative proportions of different genders and non-binary persons, on the Board, in senior executive positions, and across the whole workforce.

3 Review of Charter

The Board will regularly review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

4 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in [Attachment 1](#)~~Attachment 1~~.

Attachment 1

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet quarterly.

Quorum

The quorum is at least two members.

Secretary

The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

Chair

If the Chair of the Committee is unable to attend a Committee meeting, the members present may appoint another member who is an independent Director to act as chair at that meeting.

Agenda and meeting materials

The Company Secretary will prepare an agenda for each Committee meeting for review by the Committee Chair. Any member may require an item of business to be included on the agenda provided the Committee Chair and the Company Secretary have been given prior notice. The agenda and meeting materials for each Committee meeting will be issued to members and other attendees (as appropriate) within a reasonable timeframe prior to that meeting.

Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Independent advice

The Committee may seek the advice of the Group's auditors, solicitors or such other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require. The Committee has authority to conduct or direct investigations into any matters within its Charter. As appropriate, the Committee will inform the Chair of the Board of its decision to authorise an investigation or obtain such external advice.

Rights of access and authority

The Committee has unrestricted access to information it considers relevant to its responsibilities. The Committee has rights of access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chair, be confirmed at the next Committee meeting and signed by the Chair. All minutes of the Committee must be entered into a minute book maintained for that purpose and be open at all times for inspection by any director.

Reporting

The Committee chair (if requested) will provide a brief oral report to the Board as to any material matters arising out of Committee meetings. All directors may, within the Board meeting, request information of members of the Committee.

A copy of the minutes of the Committee will also be provided to the Board with the Board papers.

Interaction with other committees

The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

Each committee will, where appropriate, provide reports to other Board committees on matters relevant to the Committee's specific responsibilities that may be relevant to those Committee's roles and responsibilities.