People and Remuneration Committee Charter

AEMS | Company Secretariat | Other

Purpose and Scope

Use this document to define the role, structure and responsibilities of the **People and Remuneration Committee** of the **Board of Directors** of Amplitude Energy Limited (**Amplitude Energy**).

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1.0 Objective

The People and Remuneration Committee (**Committee**) has been established by the Board to assist in fulfilling its corporate governance and oversight responsibilities in relation to:

- Remuneration strategies and policies in relation to Directors, the Managing Director, and senior executives.
- Strategies and policies aimed at ensuring that the Company's culture is consistent with the Amplitude Energy Values.
- Succession planning for senior executives.
- Programs related to executive development and talent management programs and initiatives.
- Ensuring that the organisational structure and the operating model of the Company is appropriate to achieve the Company's strategy and objectives.

The Committee identifies risks within its areas of responsibility and oversight and advises the Audit and Risk Committee for integration into the enterprise risk framework. The ultimate responsibility for, and power to make company decisions, remains with the full Board.

Amplitude Energy will provide the Committee with resources and information, including access to management to enable the Committee to undertake its duties. The Committee is authorised, on approval from the Chairman of the Board, to obtain independent advice and institute investigations as it considers necessary or appropriate to fulfil its duties.

1.1 Related Content

- **Audit and Risk Committee Charter (CMS-GV-CHT-0001)**
- **Board Charter (CMS-GV-CHT-0002)**
- **Governance & Nomination Committee Charter (CMS-GV-CHT-0003)**
- **Technical and Sustainability Committee Charter (CMS-RM-CHT-0001)**

2.0 Terms of Reference

2.1 Membership and Meetings

- The Committee will comprise at least 3 non-executive directors appointed by the Board, the majority of whom will be independent directors.
- Between its members, the Committee will have sufficient expertise and understanding of people and remuneration matters, to be able to discharge the Committee's responsibilities.
- The Board will appoint an independent non-executive Director as Chair of the Committee, who must not be the Chair of the Board.
- The Committee may form sub-committees to make recommendations to the Committee.
- The Committee will meet at least twice during each year, with additional meetings to be held as the Committee Chair determines.
- Meetings of the Committee will be convened and conducted on the same principles as those that apply to the Board pursuant to the Constitution, except as otherwise provided in this Charter.
- The Committee may invite any director, executive, other staff member or external adviser, to attend all or a part of a meeting of the Committee.
- A quorum for a meeting of the Committee will be a majority of members of the Committee. All matters will be decided by a majority of votes of members present.
- The Company Secretary or nominee will act as Secretary to the Committee and define the requirements of the business process described by this Charter.
- Minutes of Meetings of the Committee will be distributed at the next meeting of the Committee and made available to all Board members.
- The Committee will report to the Board on all actions and recommendations of the Committee and other such matters as the Committee considers necessary or appropriate at the next Board meeting.

2.2 Responsibilities and Authority

The Committee is responsible for matters referred to it by the Board and exercises judgement in prioritising and addressing its responsibilities. The Committee's principal ongoing responsibilities are outlined below.

2.2.1 People

The responsibilities of the Committee relating to people are as follows:

- Reviewing and if appropriate making recommendations to the Board on the appropriateness and effectiveness of the Company's strategies and policies to support and maintain a culture aligned with the Amplitude Energy Values and Code of Conduct.
- Monitoring whether the 'lived culture' aligns with the Amplitude Energy Values.
- Ensuring succession plans are in place for senior executives.
- Overseeing and reviewing strategies and programs related to executive development and talent management.
- Reviewing and if appropriate making recommendations to the Board on the appropriateness and effectiveness of the Company's strategies and policies with respect to employee conduct and other human resources matters.

- Reviewing and if appropriate making recommendations to the Board on the appropriateness and effectiveness of the Company's organisational structure and operating model to achieve its strategy and objectives.

2.2.2 Remuneration

The responsibilities of the Committee relating to remuneration are as follows:

- Assessing the appropriateness of, and making recommendations to the Board on, the nature and amount of remuneration of Directors and senior executives on at least an annual basis.
- Reviewing and recommending to the Board remuneration strategies and policies (including incentive schemes for executives) in relation to Directors, the Managing Director and senior executives.
- Reviewing and recommending to the Board equity-based remuneration plans for senior executives and other employees.
- If it considers it appropriate, seeking external assistance to confirm ongoing compliance with applicable regulatory requirements.
- Reviewing Directors' remuneration and recommending to the Board any suggested changes to remuneration levels.
- Annually considering the Managing Director's remuneration components and package, seeking external advice as required, and recommending to the Board the total remuneration package for the Managing Director for the forthcoming year.
- Overseeing the remuneration of senior executives reporting to the Managing Director and making a recommendation on this to the Board.
- Ensuring that appropriate and required disclosure is made of Directors', the Managing Director's, and senior executives' remuneration, in accordance with regulatory requirements and good governance practices.
- Monitoring the effectiveness of the Company's overall remuneration framework.

2.2.3 Senior Executive Selection and Succession Planning

The Committee reviews recommendations by the Managing Director regarding the appointment and termination of senior executives. Prior to the appointment of any senior executive, that person must be interviewed by at least one Committee member.

The Committee also considers the succession of senior executives. The Committee does **not** consider succession of Directors, including the Managing Director or acting Managing Director (if applicable) – this responsibility falls within the remit of the **Governance & Nomination Committee**.

2.2.4 Performance Review

The Committee assists the Board as required with the performance evaluation of the Managing Director and assists the Managing Director with the performance review of the senior executives.

2.2.5 Diversity

The Committee is responsible for recommending to the Board any measurable objectives for achieving gender diversity and other appropriate diversity metrics and annually reviewing those objectives and progress.

The Committee reviews and reports to the Board at least annually on the relative proportion of women and men in the workforce at all levels of Amplitude Energy.

2.3 Review

The Chair of the Board will annually review this Charter, this Committee's role and responsibilities and evaluate the Committee's performance, making recommendations to the Board as appropriate.