

People & Nominations Committee Charter

(a committee of the Australian Retirement Trust Board)

Purpose

This charter governs the operations of the People & Nominations Committee. The Committee has been established by the ART Board to provide assistance in discharging the Board's corporate governance and oversight responsibilities in relation to such matters as: People, Culture and Well-being; Recognition and Reward Frameworks; as well as the Board's membership, diversity and succession planning. In doing so, it is the responsibility of the Committee to maintain free and open communication between the Committee, external advisers and Management. The Australian Retirement Trust Board & Committee Procedures document supplements this Charter and covers administrative matters associated with convening and running a Committee meeting.

Committee's Responsibilities

Policies and Management

The Committee will review and approve:

- Appointment of Directors to an Investee Company Board Policy;
- Design of annual performance based incentive program;
- Inclusion and Belonging Policy, and Inclusion and Belonging Strategy;
- Incentive Plan Rules; and
- Risk Evaluation for Reward Purposes Policy.

The Committee will recommend to the ART Board:

- Annual remuneration review and variable reward recommendations for those listed pursuant to CPS511 and Group Reward Policy;
- Board Nomination, Appointment, Removal and Renewal Policy;
- Board Performance Assessment Procedure;
- Board Remuneration Policy;
- Code of Conduct (or equivalent);
- Diversity Policy for Boards;
- Financial Accountability Regime Policy;
- Fit & Proper Policy;
- Group Reward Policy;
- Material changes to the Enterprise Agreement;
- Performance Scorecard measures, targets, weightings and outcomes as identified within the incentive plan rules, including the final variable reward pools for all cohorts;
- Rehabilitation and Return to Work Policy; and
- Safety and Wellbeing Policy.

If a policy is not listed above (either by omission or because it is new since the Charter was approved), the Committee will initially make a recommendation on it to the Board, and may at that time, seek delegation to approve subsequent iterations.

Reward Policy

The Committee is responsible for:

- a. Conducting regular reviews of the Group Reward Policy, assessing its effectiveness and compliance with Prudential Standards SPS 510, CPS 510 (for ART Life), CPS 511 and any future prudential requirements;
- b. Reviewing and making recommendations to the Board on the performance objectives and individual reward arrangements and variable reward outcomes for the Group CEO at least annually;

- c. Making recommendations to the Board on individual reward structures, including granting and vesting of variable reward for those listed pursuant to CPS 511 and the Group Reward Policy at least annually, and as otherwise required (e.g. on appointment, for out of cycle awards, higher duties and secondment allowances, termination payments);
- d. Making recommendations to the Board on the fixed remuneration, variable reward and superannuation policies of the Directors, Board Committee Advisors and any other role as specified in the Group Reward Policy;
- e. Reviewing the terms and conditions in employment contracts for the Group CEO and Executives;
- f. Consulting with the Risk Committee and the Chief Risk Officer to ensure risk outcomes are appropriately reflected in reward outcomes for the CEO and other Senior Managers; and
- g. Overseeing the triennial review of the Group Reward Framework for all employees.

Standing Delegation

- h. The Committee Chair and Board Chair are delegated authority to review and approve final remuneration and termination arrangements in line with parameters already previously approved the Board (excluding the CEO), where it is necessary to expedite a recommendation or approval prior to the next Committee meeting.
- i. Any details of any exercise of the delegated authority to be reported at the next Committee meeting.

Appointment and Performance of CEO

The Committee will consider and advise the Board on:

- a. Overseeing the selection and appointment of the Group CEO; and
- b. Conducting the review and assessment of the performance of the Group CEO.

Strategic People and Culture Matters

The Committee will consider and advise the Board on:

- a. Overseeing talent and succession planning for Executive roles, strategic talent management and leadership development;
- b. Any significant changes to the Enterprise Agreement terms and conditions and recommending material changes to the Board for approval;
- c. Overseeing strategic workforce initiatives and practices such as performance management frameworks, diversity and inclusion, code of conduct and conflicts of interest;
- d. Overseeing the organisation's culture ethos and key behaviour expectations;
- e. Overseeing compliance with employment legislation and work health and safety obligations; and
- f. Overseeing people and culture matters in relation to expansion into offshore jurisdictions.

Board Renewal and Composition and Fitness and Propriety

The Committee will consider and advise the Board on:

- a. All matters in connection with the Board Nomination, Appointment, Removal and Renewal Policy and Fitness and Propriety including the composition, renewal, and diversity aspects of the ART Board;
- b. Conducting a triennial review of the Fit and Proper Policy and Board Nomination, Appointment, Removal and Renewal Policy;
- c. Conducting an overview of Induction and continuing education standards and programs for Directors and an annual quality review; and
- d. Managing disputes in relation to the nomination, appointment, re-appointment or removal of Directors.

Subsidiary and Investee Board Appointments

The Committee is responsible for:

- a. Considering the Appointment of Directors to an Investee Company Board Policy;
- b. Overseeing, and receiving reports from Management, on the appointment of directors to investment entities;
- c. Considering appointments to ART Group entities, subject to requirements of Constitutions; and
- d. Considering the Diversity Policy for Boards and its application to Boards within the ART Group.

Committee Reporting

The Committee will regularly report to the ART Board about Committee activities, issues, and decisions.

Charter Review

The Committee will review, on at least a triennial basis, the adequacy of the Committee Charter, and request the ART Board's approval for any proposed changes, and ensure appropriate disclosure as may be required by law or regulation.

Approval:	Australian Retirement Trust Board
Active date:	10 December 2024