

## The People Performance Committee Charter

The People Performance Committee (“the Committee”) is established by, and reports to the Board of Directors (“the Board”) of Salmat Limited. This Charter governs the operations of the Committee and outlines the responsibilities, composition, structure and membership requirements.

### 1. Purpose

The Committee’s purpose is to assist the Board in discharging its duties in respect of Salmat’s people policies and practices, including remuneration and compensation as well as other related matters.

### 2. Role

The Committee will monitor and review the following and, if appropriate, make recommendations to the Board in respect of them.

- a. Remuneration Policy and Practices
  - i. Remuneration Policy
    1. Base Salary, short and long-term incentive plans;
    2. Chief Executive Officer (“CEO”) remuneration package;
    3. CEO direct reports remuneration package;
    4. Annual pay review;
    5. Non-executive Director fees and benefits;
    6. Termination arrangements for CEO, CEO direct reports and Non-executive Directors;
    7. Retention Programs and Policies;
    8. Redundancy Programs and Policies; and
    9. Compliance with relevant regulatory bodies
  - ii. Remuneration Report;
  - iii. Superannuation arrangements;
  - iv. Benefits programs; and
  - v. Employee share schemes.
- b. People strategy, priorities and practices
  - i. Employment terms and conditions for CEO and direct reports;
  - ii. Define KPIs for CEO and review KPIs for CEO direct reports;
  - iii. Review of the performance of CEO and direct reports ;
  - iv. Succession and development planning for the CEO and direct reports;
  - v. Diversity and inclusion policies, practices and compliance;
  - vi. Alignment of organisational culture and engagement with overall business strategy and objectives; and
  - vii. Wellness and Safety policies and programs

- c. Non- Executive Directors and Board
  - i. Board succession issues and planning;
  - ii. Board effectiveness evaluation including balance of skills, knowledge, experience, independence and diversity;
  - iii. Induction of new non-executive Directors; and
  - iv. Professional Development programs for non-executive Directors

### **3. Membership**

- a. Composition of the Committee  
The Committee will:
  - i. Comprise only of members of the Board
  - ii. Members will be appointed and removed by the Board for such term or terms as the Board may determine.
  - iii. Be of sufficient size, independence and technical expertise to discharge its duties effectively
  - iv. Minimum of three non-executive Directors of which the majority are independent Directors.
  - v. A chair will be nominated by the Board from time to time and will be an independent Director
- b. Ceasing to be a member of the Committee  
A person will cease to be a member of the Committee if:
  - i. The person gives reasonable notice in writing to the Committee Chair
  - ii. The Committee Chair gives the person notice in writing that the person is to cease to be a member of the Committee
  - iii. The person ceases to be a Director, in which case the person automatically ceases to be a member of the Committee
- c. Secretary
  - i. The Committee will have a secretary, which is to be the Company Secretary or such other person as nominated by the Board;
  - ii. The Committee Secretary will attend all Committee meetings; and
  - iii. The Company Secretary, in conjunction with the Chair of the Committee, must prepare an agenda to be circulated to each Committee member at least two full working days prior to each meeting of the Committee

### **4. Meetings and Authority of Committee**

- a. Meetings
  - i. The Committee will meet as often as necessary, but must meet at least three times a year; and
  - ii. The Committee may invite other persons, including subject matter experts, to attend meetings if considered appropriate by the Chair of the Committee

b. Authority

The Board authorises the Committee, within scope of its responsibilities, to:

- i. Investigate any matter within the role of the Committee;
- ii. Seek any further information it requires from an employee or external parties;
- iii. Engage, at the Company's expense, outside legal or other professional advice or assistance on any matters within its terms of reference;
- iv. Ensure the attendance of Company officers at meetings as it thinks appropriate; and
- v. No member of the Committee may participate in any decision with respect to his or her position or remuneration.

**5. Other Matters**

This Charter was adopted by the Board on 29th May 2017 , and takes effect from that date and replaces any previous Charter in this regard. This Charter can be further amended with the approval of the Board.