Nomination, People and Culture Committee Charter

1. Establishment and Purpose of the Committee

The Nomination, People and Culture Committee **(Committee)** is a committee of the Board of Directors **(Board)** of SHAPE Australia Corporation Limited **(SHAPE)**.

This Charter sets out the basis on which the Board has established the Committee and sets out the composition, roles, responsibilities and operation of the Committee.

The purpose of the Committee is to advise and assist the Board in carrying out its responsibilities in relation to:

(a) monitoring that the Board is comprised of individuals who, in combination, bring a mix of expertise, skills, experience and perspectives so they can contribute to the discharge of diligent, oversight and effective corporate governance to SHAPE;

(b) fulfilling its corporate governance and oversight responsibilities in relation to Director selection and appointment practices; and

(c) overseeing people management and remuneration policies that:

(i) align with SHAPE's strategic objectives;

(ii) enable SHAPE to attract and retain employees who can create sustainable value for stakeholders;

(iii) fairly and responsibly reward Directors, the CEO and members of the Senior Leadership Team (**SLT**), within an appropriate control framework, having regard to the long-term growth and success of SHAPE, the performance of the SLT and the general pay environment; and

(iv) comply with the Board's corporate governance responsibilities.

Within this Charter, references to "SHAPE" include all entities and operations controlled by SHAPE Australia Corporation Limited.

2. Committee Membership

2.1 Structure

The Committee will consist of at least three Directors, each of whom will be a Non-Executive Director and will be appointed or removed by the Board, in consultation with the Committee Chair (other than in respect of the Chair's own appointment or removal). The majority of the members will be independent Non-Executive Directors.

The Committee Chair will be an independent Non-Executive Director who is a member of the Committee and may be the Chair of the Board. The Committee Chair will be selected by the Chair of the Board. If the Chair of the Board is also the Committee Chair, a separate Chair should be appointed if and when the Committee is dealing with the appointment of a successor to the Chair.

In the Committee Chair's absence, the remaining members will elect one of their number as Chair of the meeting.

2.2 Expertise

Each member of the Committee will:

(a) be familiar with the legal and regulatory disclosure requirements in relation to nomination, and people and culture (including remuneration); and

(b) have adequate knowledge of nomination and people and culture practices and strategies, including remuneration, diversity, executive retention and termination policies.

2.3 **Company Secretary**

The Company Secretary or their nominee will act as Secretary to the Committee.

3. Duties and Responsibilities

3.1 Board Nominations

The Committee will monitor, review and make recommendations to the Board regarding:

(a) selection and appointment of the Chief Executive Officer (**CEO**)

(b) induction and continuing professional development of the CEO;

(c) determining Board and committee size and composition;

(d) Director candidate selection, appointment, election and re-election, including providing shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director;

(e) Director induction and continuing professional development;

(f) the development and implementation of a process for evaluating the performance of the Board, its committees and directors and the findings from that evaluation; and

(g) succession planning for the Board and the CEO.

3.2 People and Culture

3.2.1 Strategy

The Committee will monitor, review and make recommendations to the Board regarding:

(a) SHAPE's people and culture policies and activities;

(b) SHAPE's strategies and policies relating to organisational structure, culture, diversity targets, employee performance and development, succession planning, growth and remuneration; and

(c) legislative, regulatory, industrial relations issues or market developments likely to have a significant impact on SHAPE in respect of employment issues, including remuneration schemes.

3.2.2 Succession Planning

The Committee will review and make recommendations to the Board on:

(a) SHAPE's SLT management succession plan, including identifying key roles, assessing key talent, identifying gaps between current and future skills planning and developing key talent; and

(b) reviewing and evaluating the performance against Key Performance Objectives of the CEO and the SLT.

3.2.3 Remuneration

The Committee will monitor, review, and make recommendations to the Board regarding:

(a) the remuneration strategy and policy for the CEO and members of the SLT (including with respect to base pay, short-term incentive scheme and rules (**STI**), equity-based schemes and rules (**LTI**), superannuation and retirement entitlements, service contracts and termination arrangements) (**Executive Remuneration Policy**);

(b) the approval of payments and awards under the Executive Remuneration Policy in accordance with its rules (including performance hurdles) for:

(i) the CEO;

(ii) the Company Secretary, following consultation with, and having regard to the recommendations of, the Chair of the Board and the CEO; and

(iii) each member of the SLT, following consultation with, and having regard to the recommendations of, the CEO;

(c) for each STI and LTI annually, the approval of awards for the exercise of discretion as permitted by the rules of each STI and LTI including for:

(i) the position of leavers in appropriate circumstances; and

(ii) a change of control and any exceptional circumstances which should allow awards at times other than those in the rules of each STI or LTI (as relevant);

(d) determining the appropriate method to deal with adjustments to awards under each LTI following a change in share capital as permitted by the rules;

(e) the disclosure of the Executive Remuneration Policy in accordance with relevant laws and regulations, including the preparation of the remuneration report for inclusion in the annual report and the monitoring of stakeholder feedback; and

(f) fees payable to SHAPE Non-Executive Directors.

3.3 Diversity

The Committee is responsible for:

(a) making recommendations to the Board regarding the measurable objectives for diversity and assessing them annually, including gender diversity, across, and at various levels of, SHAPE, including the Board; and

(b) reviewing and monitoring the effectiveness of the Diversity & Inclusion Policy and overseeing the implementation of initiatives outlined in and arising from the Diversity & Inclusion Policy.

3.4 Sustainability

The Committee will monitor, review and make recommendations to the Board regarding:

(a) sustainability related metrics which includes climate-related performance metrics and targets aligned with remuneration; and

(b) integrating sustainability competencies into the nominations process of Directors and monitoring continuing professional development for Directors on sustainability.

3.5 Special Projects

The Committee may undertake any special projects or investigations which the Committee considers necessary, or as may be requested by the Board.

3.6 Work, Health and Life Safety

The Board will be responsible for SHAPE's Work, Health and Life Safety, rather than the Committee.

4. Meetings

4.1 Frequency

The Committee will meet at least four times a year and more frequently as it deems necessary. In consultation with the Committee, the Committee Chair will develop an annual agenda to provide assurance to the Board that the Committee reviews, assesses and reports (as applicable) on each of the areas for which it is responsible under this Charter.

The Committee Chair will call a meeting of the Committee if requested to do so by any member of the Committee or the Chair of the Board.

4.2 Notice

The date, time and venue of each meeting of the Committee will be notified by the Secretary to all members of the Committee as far in advance as possible.

4.3 Supporting Papers

The Secretary will distribute an agenda and supporting papers to all members of the Committee as far in advance as possible. Unless the circumstances otherwise require, for example, due to a conflict of interest, all Directors will receive a copy of the supporting papers for each meeting of the Committee, irrespective of their membership of the Committee.

4.4 Attendance

Members of the Committee, the Chair of the Board and the Company Secretary are entitled to be present at a Committee meeting.

The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate. In particular, the Committee may meet with:

(a) external advisers;

(b) any member of management or other employee; or

(c) any other Non-Executive Director,

and may do so with or without members of the SLT being present.

4.5 Quorum

A quorum for a meeting of the Committee is two members, one of whom should be an independent Non-Executive Director. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in, or exercisable by, the Committee.

4.6 Constitution

Proceedings of the Committee will be governed by the provisions of the constitution of SHAPE Australia Corporation Limited, in so far as they may be applicable.

4.7 Minutes

Minutes of the Committee meeting will be distributed to members for confirmation as soon as practicable and, after confirmation, distributed to all Directors unless circumstances otherwise require, for example where there is a conflict of interest.

5. Access to Information and Advice

5.1 Access

The Committee has unrestricted access to management, all employees, all company records and to financial and legal advisers. To avoid any conflict of interest, no member of management should be directly involved in deciding their own remuneration.

5.2 Independent advice

The Committee is authorised to obtain outside legal or other independent professional advice, and to secure the attendance of such advisers at Committee meetings if it is considered necessary. To avoid any conflict of interest, such advisers should be separate from any professional advisers retained by management.

The Committee must approve the engagement of a remuneration consultant before SHAPE enters an engagement contract with that consultant.

6. Interaction with the Board and other Committees

The Committee will, in discharging its duties, seek to co-ordinate its activities with the Board and the Audit and Risk Committee where appropriate.

7. Reporting

7.1 Reporting to the Board

The Committee Chair (or a person nominated by the Committee Chair for that purpose) must report to the Board on the Committee's proceedings following each meeting on all matters relevant to the Committee's duties and responsibilities.

7.2 Annual General Meeting

The Committee Chair must attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility.

8. Performance Review

The Committee must conduct an annual review of its performance and effectiveness, inviting comments from all members of the Board. It must recommend to the Board any suggested changes in the duties and responsibilities of the Committee and the terms of this Charter.

9. Charter Review

This Charter is approved by the Board and will be reviewed by the Committee annually. This Charter may be amended by resolution of the Board.

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