
People Committee charter

intelliHR Limited ACN 600 548 516

1.1 Standing rules

The standing rules for Committees apply to the People Committee subject to this charter.

1.2 Purpose of People Committee

The People Committee's role is to advise on remuneration and issues relevant to remuneration policies and practices, including for Senior Executives and non-executive Directors.

1.3 Members of the People Committee

- (a) The Committee comprises three non-executive Directors, including the Chair of the Board of Directors.
- (b) An independent non-executive director will act as the Chairman of the People Committee.

1.4 Scope of responsibility

- (a) The People Committee is responsible for:
 - (i) reviewing and evaluating market practices and trends for remuneration relevant to the Group;
 - (ii) reviewing and making recommendations to the Board for the Group's remuneration policies and framework, including the allocation of the directors' fee pool to non-executive Directors;
 - (iii) reviewing and making recommendations to the Board for the Group's remuneration practices, including in relation to equity-based remuneration plans and superannuation arrangements;
 - (iv) overseeing the performance of the Managing Director and other Senior Executives;
 - (v) reviewing and making recommendations to the Board for the remuneration packages of the Managing Director, other Senior Executives and of non-executive Directors, ensuring that the packages appropriately reflect the different roles and responsibilities of non-executive Directors compared with Executive Directors and Senior Executives;
 - (vi) preparing for the Board any report that may be required under applicable legal or regulatory requirements about remuneration matters;
 - (vii) reviewing the Group's reporting and disclosure practices in relation to the remuneration of Directors and Senior Executives;
 - (viii) reviewing, making recommendations to the Board on remuneration by gender (and other Diversity benchmarks) and reporting to the Board as necessary to facilitate compliance with the Diversity Policy;
 - (ix) reviewing and reporting to the Board, at least annually, on the proportion of women and men in the workforce at all levels of the Group, and their relative levels of remuneration;

- (x) identifying individuals who, by virtue of their experience, expertise, skills, qualifications, contacts or other qualities, are suitable candidates for appointment to any relevant senior management position;
 - (xi) reviewing processes for succession planning for the CEO and other Senior Executives;
 - (xii) report to the Board as necessary to facilitate compliance with the Diversity Policy;
 - (xiii) ensuring that any diversity profile identified by the Board is a factor that is taken into account in the selection and appointment of qualified employees, and senior management;
 - (xiv) reporting to the Board annually on the Diversity profile of employees of the Company, including the relative proportion of men and women in the workforce at all levels of the Company and the extent to which the Company is progressing towards achieving its measurable objectives set out in the Company's Diversity Policy;
 - (xv) assist and advise the Board on the Company's effective management of health and safety, on compliance with health and safety laws, and on the Company's safety culture;
 - (xvi) ensure the Company is administering a fair and transparent People & Culture strategy;
 - (xvii) oversee strategic people and culture issues in the company; and
 - (xviii) report and recommend to the Board outcomes of workplace complaints and investigations.
- (b) Remuneration includes not only monetary payments (salary and wages) but all other monetary and non-monetary compensation for services and benefits including:
- (i) fringe benefits;
 - (ii) directors' and officers' and other insurance arrangements;
 - (iii) retirement benefits;
 - (iv) superannuation; and
 - (v) equity participation, and other incentive programs.

1.5 Powers

The People Committee has an advisory role to assist the Board about the things set out in paragraph 1.44. The People Committee cannot commit the Board to any recommendation or

decision made by it but may consult independent external experts to assist it to perform its function and charge the costs to intelliHR or another Group company.

1.6 Proceedings

- (a) Meetings are held at least twice a year and more often as required.
- (b) Representatives of management and other employed personnel may be invited to attend meetings, or specific parts of meetings, at the discretion of the People Committee.
- (c) Where an executive Director is involved in deliberations of the People Committee, they should not be involved in deciding their own remuneration and should have regard to any indirect conflict in setting the remuneration of other Senior Executives.