

# PEOPLE AND CULTURE COMMITTEE CHARTER

CERTAINTY

INGENUITY

ADVANTAGE

Computershare

# People and Culture Committee

Computershare is committed to a market competitive remuneration framework and developing People policies and procedures that develop and reward our people for excellent, sustainable performance, in line with our global priorities.

## 1. OBJECTIVES OF THE COMMITTEE

The Committee's role is to review and oversee the following objectives:

- Computershare attracts, develops and retains high quality employees and senior executives who are able to drive value for shareholders and deliver sustainable business performance;
- There is a clear relationship between the performance of key executives including relative to company performance, risk appetite, values and culture, and their remuneration;
- Remuneration throughout the company is fair and equitable, aligned with the company's values, risk appetite and priorities; and managed within an appropriate framework;
- Computershare complies with external reporting requirements;
- Management receives appropriate and timely approval and direction from the Committee in relation to all applicable employment related matters;
- No executive is directly involved in deciding his/her remuneration;
- Computershare develops and maintains best practice People policies, procedures and strategies, including relative to the management of talent, skills development, performance management and succession; and
- Proper regard is paid to the interests of and alignment with shareholders.

## 2. ROLE AND ACTIVITIES OF THE COMMITTEE

The Committee reviews and oversees the following activities within Computershare, and then recommends and reports to the Board on:

- Overall Reward strategy, employee share plan and incentive plan frameworks;
- Management remuneration including:
  - The remuneration and contract terms of the Group CEO including but not limited to, fixed remuneration, short and long term incentives;
  - The remuneration of Group Executives<sup>1</sup> including, but not limited to, the Group CEO's recommendation in relation to the fixed remuneration, short and long term incentives of such executives;

---

<sup>1</sup> Group Executive means a direct report of the Group CEO

# People and Culture Committee

- The terms and conditions of short and long term incentive plans, share rights plans, performance targets and bonus payments for the Group CEO and Group Executives;
- Alignment of remuneration incentive policies and guidelines for executive managers and senior employees with long term sustainable growth in shareholder value and business strategy;
- Recruitment, retention and termination policies and procedures for Group CEO and Group Executives;
- Board remuneration including the remuneration of non-executive directors (within the aggregate amount approved by shareholders);
- People strategies, including but not limited to:
  - The adequacy of talent pools for general and senior management succession;
  - The effectiveness of Computershare's diversity policies and strategy as well as performance against measurable diversity objectives, including the relative proportion of women at all levels;
  - The effectiveness of Computershare's talent management strategy;
  - Output and response to surveys conducted by the company in relation to the culture of the organisation;
  - Computershare's compliance with external reporting requirements.

The Committee is also responsible for overseeing and approving any material changes to the group's Global Mobility Policy and approving the terms and conditions of any expat arrangements involving a Group Executive and any material changes to those arrangements (including an extension).

The Committee is also responsible for performing any other remuneration or People related tasks referred to the Committee by the Computershare Board.

### **3. MEMBERSHIP**

The Committee will have at least three members; will be comprised only of non-executive directors; and will have a majority of independent directors.

Any independent non-executive director can be Chair of the Committee.

The Board will, from time to time, review the composition and membership of the Committee to ensure that there is a diversity of views, as well as substantial experience within the Committee, whilst some continuity of membership is maintained.

A quorum of the Committee is two members.

The Group CEO, as well as other management, may attend by invitation.

The Company Secretary will be appointed to act as Secretary of the Committee.

# People and Culture Committee

All directors are invited to attend meetings of the Committee and can access Committee papers.

## **4. MEETINGS AND RESOURCES**

The Chair will convene meetings of the Committee as necessary.

The Committee:

- will determine its own procedures;
- may request appropriate People team personnel or other Computershare employees to provide any information or carry out any task that may be necessary to enable the Committee to properly carry out its functions and meet its objectives; and
- may seek advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives, and is authorised to engage consultants, and approve expenditure, as the Committee sees fit.

## **5. REVIEW OF CHARTER**

The Committee will review this charter annually and submit any proposed amendments to the Board for consideration. No amendments will be effective without the approval of the Board.

This version of the Charter was approved by the Board on 18 December 2020.

