

Pact Group Holdings Ltd  
ACN: 145 989 644

# Nomination and Remuneration Committee Charter



# Committee Charter

## 1. Purpose

Pact Group Holdings Ltd (the **Company**) and its wholly owned subsidiaries (together, the **Group**) are committed to maintaining a high standard of integrity, stakeholder confidence and good corporate governance.

The Board of Directors of the Company (**Board**) has adopted this Charter of the Nomination and Remuneration Committee (**Committee**) to outline its membership, administration, role and the manner in which its responsibilities will be exercised and discharged, having regard to principles of good corporate governance, international best practice and applicable laws.

## 2. Committee membership

The Committee should consist of:

- only Non-executive Directors;
- a minimum of three members;
- a majority of independent Directors; and
- an independent Director as Chair.

The Board may appoint such additional Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

All non-committee member Non-executive Directors have a standing invitation to attend committee meetings.

Non-committee members, including executive and senior leaders, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair. Attendance is subject to an attendee not having a material personal interest in the matter being considered.

The Company Secretary or delegate must attend all Committee meetings as minute secretary.

## 3. Administrative matters

### 3.1. Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee meet no less than three times a year.

### 3.2. Quorum

The quorum is at least two members.

### 3.3. Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice of every Committee meeting will be given to Committee members at the member's advised address for service of notice (or such other pre-notified interim address, where relevant), but there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

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## 3.4. Chair

In the absence of the Committee Chair, the Committee members must elect one of their number as Chair for that meeting. The Chair has a casting vote.

## 3.5. Access to resources and independent advisers

The Committee is to have access to adequate internal and external resources. For example, the Committee may seek the advice of the Company's auditors, solicitors, or other independent advisers (including external consultants and specialists) as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

## 3.6. Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chair, will be circulated to all Committee members for comment as soon as practicable so that the minutes are recorded in the minute book within one month of the meeting. Minutes of the Committee will be available for inspection by any Director.

## 3.7. Reporting

A report of the actions of the Committee is to be included in the agenda for the Board meeting next following a meeting of the Committee.

The Committee Chair will provide a report (written and/or oral) as to any material matters arising out of the Committee meeting. Directors will be permitted, during the Board meeting, to request additional information of the Committee Chair or members of the Committee.

## 4. Role and responsibilities – nomination

The Committee's nomination responsibilities and functions are to:

- (a) assist the Board to develop and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;
- (b) assist the Board in regularly reviewing its Board skills matrix to ensure it covers the skills required to achieve strategic objectives and address existing and emerging business and governance issues of the Company;
- (c) review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chairman and CEO, having regard to the objective that the Board comprise Directors with a diverse range of skills, expertise and experience from a broad range of backgrounds, including gender;
- (d) review and recommend to the Board the criteria for Board membership, including assessment of necessary and desirable competencies of Board members;
- (e) assist the Board as required to identify individuals who are qualified to become Board members (including in respect of Executive Directors), in accordance with the policy outlined in Attachment 1;
- (f) review and make recommendations to the Board regarding the appointment and re-election of Directors, in accordance with the policy outlined in Attachment 1, and where necessary propose candidates for consideration by the Board, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves;

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- (g) establish policies and procedures for the selection and appointment of the CEO and make recommendations to the Board regarding the appointment and removal of the CEO;
- (h) review and make recommendations to the Board regarding the performance evaluation of the Board, its committees and individual Directors, and in relation to the development and implementation of plans for identifying, assessing and enhancing Director competencies;
- (i) review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time and undertake an annual review of the Company's corporate governance statement;
- (j) review the criteria adopted by the Board for assessing a Director's independence, and undertake an annual assessment of, and make recommendations to the Board regarding the independence of each Director;
- (k) review the Board Charter on a periodic basis and recommend any amendments for Board consideration;
- (l) review the time expected to be devoted by Non-executive Directors in relation to the Company's affairs;
- (m) ensure that an effective Director induction process is in place and regularly review its effectiveness; and
- (n) on an annual basis, review the effectiveness of the Company's Diversity Policy by:
  - assessing the Company's progress towards the achievement of its measurable objectives and any strategies aimed at achieving the objectives;
  - reporting to the Board recommending any changes to the measurable objectives, strategies or the way in which they are implemented; and
  - submitting a report to the Board regarding the Committee's gender diversity findings in the workforce at all levels of the Group (including the relative proportion of men and women).

## 5. Role and responsibilities – remuneration

The Committee's remuneration responsibilities and function are to:

- (a) review and recommend to the Board arrangements for the Executive Directors and executives reporting to the CEO, including contract terms, annual remuneration (except where the annual increase falls within the budgeted amount for that year as approved by the Board) and participation in the Company's short- and long-term incentive plans (including defining short- and long-term incentive objectives);
- (b) review and recommend to the Board major changes and developments in the Company's remuneration, recruitment, retention and termination policies and procedures for senior executives and senior managers, remuneration policies, superannuation arrangements, personnel practices and industrial relations strategies for the Group;
- (c) review, at least annually, the performance of the CEO against individual and Company targets;
- (d) review the senior executives' performance assessment processes to ensure they are structured and operate in a manner that realises business strategy and review the results of those assessment processes;

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- (e) review and recommend to the Board short-term incentive strategy, performance targets and bonus payments;
- (f) develop and review executive remuneration strategy, policies and practices including succession plans for executives;
- (g) review and recommend to the Board the establishment of, amendment to and operation of employee equity incentive plans;
- (h) if there are employee equity incentive plans in place, recommend to the Board whether offers are to be made under any or all of the Company's employee equity incentive plans in respect of a financial year;
- (i) in respect of the Company's employee equity incentive plans in place from time-to-time review and recommend to the Board:
  - the performance hurdles applicable to Executive Directors, and executive and senior leaders;
  - the proposed terms of, and authorise the making of, offers to eligible employees of the Company, including determining the eligibility criteria applying in respect of an offer, in respect of a financial year;
  - within the parameters of the plans, amendments to the terms of existing plans; and
  - the terms of any trust deed applying in relation to the plans and of any amendment to any such trust deed, including authorising the execution of any such trust deed or amending deed on behalf of the Company;
- (j) in respect of the Company's employee equity incentive plans in place, administer the operation of the plans, including but not limited to determining disputes and resolving questions of fact or interpretation concerning the various plans;
- (k) review and make recommendations to the Board regarding the implementation, administration and operation of Director share plans which align the interests of Directors with those of shareholders through share ownership;
- (l) review and make recommendations to the Board on remuneration by gender and recommend strategies or changes to address any identified pay gap;
- (m) review and recommend to the Board the remuneration arrangements for the Chairman and the Non-executive Directors of the Board, including Board and Committee fees, travel and other benefits;
- (n) approving the appointment of remuneration consultants for the purposes of the *Corporations Act 2001* (Cth) (the **Corporations Act**);
- (o) be satisfied that the Board and management have available to them sufficient information and external advice to ensure informed decision making regarding remuneration;
- (p) review and recommend to the Board the remuneration report prepared in accordance with the *Corporations Act* for inclusion in the annual directors' report;
- (q) review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices; and
- (r) perform other functions as requested by the Board.

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## 6. Remuneration policy

- (a) In discharging its responsibilities, the Committee must have regard to the remuneration policy objectives to:
- ensure the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its shareholders and having regard to relevant Company policies;
  - attract and retain skilled executives;
  - ensure the remuneration structure is consistent with and promotes the achievement of strategic objectives and adherence to the Group's values, policies and procedures;
  - ensure that the incentives for Non-executive Directors do not conflict with their obligation to bring an independent judgement to matters before the Board;
  - structure short- and long-term incentives that are challenging and linked to the creation of sustainable shareholder returns; and
  - ensure any termination benefits are justified and appropriate.
- (b) In the discharge of the Committee's responsibilities, no Director or executive leader should be directly involved in determining their own remuneration.
- (c) The Committee must at all times have regard to, and notify the Board as appropriate of, all legal and regulatory requirements, including necessary shareholder approvals of proposed remuneration arrangements.
- (d) The Committee Chair (or if unavailable, a Committee member) should attend the Company's Annual General Meeting and make themselves available to answer any questions from shareholders regarding the Committee's remuneration policy and procedures.

## 7. Review

The Board will, at least once in each year, review Committee membership and, as required or at least every second year, the Committee Charter to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

# Attachment 1

## New and Incumbent Director Nomination, Appointment and Re-election Policy

### 1.1 Policy

Factors to be considered when reviewing a candidate for Board appointment and an incumbent for re-election include without limitation:

- (a) the skills, experience, expertise and personal qualities that will best complement Board effectiveness;
- (b) the composition of the Board, having regard to the factors outlined in the Company's Diversity Policy and the objective of achieving a Board comprising Directors from a diverse range of backgrounds;
- (c) results of Board, Committee and individual Director performance evaluation assessments, including skills gap assessments and commentary regarding ideal Board composition;
- (d) the capability of the candidate/incumbent to devote the necessary time and commitment to the role, including consideration of matters such as other board or executive appointments;
- (e) potential conflicts of interest; and
- (f) assessment of independence.

### 1.2 Procedure – new Directors

The procedure for the nomination and appointment of new Directors is as follows:

- (a) detailed background information in relation to a potential candidate should be provided to all Directors;
- (b) the identification of potential Director candidates may be assisted by the use of external service providers as appropriate;
- (c) appropriate checks should be undertaken before appointing a person or putting forward to shareholders a candidate for election as a Director. This process may be assisted by the use of external providers as appropriate;
- (d) an offer of a Board appointment must be made by the Board Chair only after having consulted all Directors, with any recommendations from the Committee having been circulated to the Board; and
- (e) all new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

### 1.3 Procedure – incumbent Directors

The procedure for the re-election of incumbent Directors is as follows:

- (a) the Nomination & Remuneration Committee (**Committee**) is provided with a summary of the relevant Director's experience, the latest results of any Director review and any other relevant information;
- (b) the Committee enquires of the relevant Director whether they have sufficient time to devote to the Group's affairs;
- (c) the Committee considers the merits of supporting the relevant Director for re-election (if the relevant Director is a member of the Committee then the member would excuse themselves from the discussion) and makes a recommendation to the Board as to whether or not their re-election be supported; and
- (d) the Board then considers the Committee's recommendation and resolves appropriately (again excluding the subject Director from the discussion) and that recommendation would then be documented in the notice of Annual General Meeting when drafted.

# Version Control

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