

People and Culture Committee Charter

1. Purpose

The People and Culture Committee (*Committee*) of the Board of Directors (*Board*) of National Roads and Motorists' Association Limited (*NRMA*) has been established in accordance with NRMA's constitution (*Constitution*).

The Committee has been established to assist the Board in matters relating to:

- a) the remuneration framework and strategy of NRMA and its subsidiaries (*NRMA Group*);
- b) remuneration arrangements for the Group CEO and the executive direct reports to the Group CEO (*Direct Reports*);
- c) performance-linked incentive schemes for the Group CEO and Direct Reports and the opening of the incentive pool under the performance-linked incentive scheme for applicable NRMA Group employees;
- d) payments to the Group CEO and Direct Reports that are outside the remuneration strategy and performance-linked incentive schemes;
- e) terms of the Group CEO's contract of employment (in addition to remuneration terms);
- f) performance reviews of the Group CEO and Direct Reports;
- g) people and organisational culture for the NRMA Group;
- h) workplace behaviour;
- i) succession plans for the Group CEO and Direct Reports; and
- j) talent management and development strategies for the NRMA Group, (*Committee's Purpose*).

The Board delegates to the Committee the powers and authority set out in this People and Culture Committee Charter (*Charter*). The Board may make other delegations to the Committee from time to time.

The Committee, when fulfilling the Committee's Purpose and delegating its powers and authority, must align its decisions in a way that contributes positively to a sustainable future for the Company, its Members, the community and the environment, and is consistent with the status of the Company as a mutual and with the approach it has taken to environmental, social and governance (ESG) issues and initiatives since its inception over 100 years ago.

2. Scope of Authority

The scope of the Committee's delegated powers and authority is set out in this Section 2.

2.1 Performance and Remuneration

- a) **The Committee has authority to consider and recommend to the Board for approval:**
 - (i) the NRMA Group's remuneration framework and strategy following consultation with the Group CEO;
 - (ii) the structure of the Group CEO performance-linked incentive scheme;
 - (iii) the structure of the Direct Reports performance-linked incentive scheme, following consideration of the recommendations from the Group CEO;
 - (iv) material changes to superannuation arrangements, including a change of default fund for employer superannuation guarantee obligations;

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- (v) the terms of the Group CEO's contract of employment (including remuneration terms), and any variation to such terms;
 - (vi) any payments (including termination payments) to the Group CEO not provided for under the terms of the Group CEO's contract of employment or approved incentive schemes; and
 - (vii) any payments to Direct Reports that are outside the approved remuneration strategy.
- b) **The Committee has authority to review:**
- (i) the half-year and full-year performance of the Group CEO; and
 - (ii) the half-year and full-year performance of the Direct Reports, following consultation with the Group CEO.
- c) Having regard to the performance reviews conducted under Section 2.1(b) above (as applicable), **the Committee has authority to consider and approve:**
- (i) the targets for and incentive payment to the Group CEO under the approved performance-linked incentive scheme;
 - (ii) the annual remuneration of the Direct Reports, following consultation with the Group CEO;
 - (iii) the targets for and incentive payments to the Direct Reports under the approved performance-linked incentive scheme, following consideration of the recommendations from the Group CEO; and
 - (iv) the opening of the incentive pool under the Group CEO approved performance-linked incentive scheme for the applicable NRMA Group employees, following consideration of the recommendations from the Group CEO.
- d) In exercising any power or authority referred to in Section 2.1(a) or 2.1(c) above, **the Committee must (as applicable):**
- (i) ensure that the NRMA Group's remuneration framework and strategy supports the NRMA Group's business plan and strategic objectives, promotes a culture aligned with the NRMA Group's values, and is aligned with the NRMA Group's risk management framework;
 - (ii) consider market rates, industry trends, benchmarking and 'best practice' principles for the remuneration of the Group CEO and Direct Reports; and
 - (iii) consider any independent or remuneration expert's advice or recommendations.

2.2 Culture

- a) **The Committee has authority to consider and recommend to the Board for approval:**
- (i) the appropriate people and organisational culture for the NRMA Group;
 - (ii) the annual plan to achieve the appropriate people and organisational culture for the NRMA Group, including initiatives, metrics and targets to metrics; and

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- (iii) the policies relating to people and workplace behaviour, including codes of conduct (other than the Code of Conduct for Directors) and policies in respect of diversity and inclusion.
- b) **The Committee has the authority to:**
 - (i) monitor the implementation, and review the effectiveness, of the plan to achieve the appropriate people and organisational culture for the NRMA Group and to report to the Board;
 - (ii) consider how to continue to evolve the NRMA Group's people and organisational culture (including in relation to the impact of artificial intelligence), and report to the Board;
 - (iii) monitor compliance with, and review the effectiveness of, the policies relating to people and workplace behaviour (other than the Code of Conduct for Directors) and to report to the Board; and
 - (iv) consider any reports prepared under workplace gender equality legislation that are required to be noted by the Board, and report or make recommendations to the Board as appropriate.
- c) In exercising any power or authority referred to in Sections 2.2(a) or (b) above, **the Committee must consider** any relevant culture or employee engagement survey results, 'best practice' principles, and reports from regulators and government bodies.
- d) **The Committee must review** the results of any investigations of, and the adequacy of management's responses to, areas of non-compliant conduct or fraudulent behaviour.

2.3 Talent and Succession Planning

- a) **The Committee has authority to consider and recommend to the Board for approval:**
 - (i) succession plans for the Group CEO;
 - (ii) the level of experience, skills and personal qualities required in a person to fill the position of Group CEO, and the responsibilities and entitlements of such position;
 - (iii) the shortlist of suitable candidates for the position of Group CEO;
 - (iv) the appointment or removal of the Company Secretary (including the terms of such appointment or removal, and any material variations to such appointment); and
 - (v) recruitment, retention, and talent management and development strategies for the NRMA Group generally.
- b) **The Committee has authority to:**
 - (i) **approve** succession plans for the Direct Reports, following consultation with the Group CEO; and
 - (ii) **review** the effectiveness of the recruitment, retention, and talent management and development strategies.

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- c) **The Committee has authority to consider and approve** the engagement of the services of consultants to assist in the process of identifying suitable candidates for the position of Group CEO, provided that such expenditure is within the Board-approved budget.

2.4 Other Matters

In addition to the powers and authority set out in Sections 2.1 – 2.3 above:

- a) **The Committee has authority to consider and approve** any other matters relating to the Committee's Purpose as set out in Section 1 above, **provided that this Charter does not authorise the Committee to:**
 - (i) approve any matter which the Committee only has the authority to recommend to the Board as set out in Sections 2.1-2.3 above;
 - (ii) approve any expenditure, whether within or out of budget, except under Section 2.3(c);
 - (iii) take any action or approve any matter that is not consistent with any strategies or policies approved by the Board; or
 - (iv) take any other action that the Board has expressly reserved to itself from time to time.

2.5 Referral from Group CEO

- a) To the extent that a matter is within the delegated authority of the Committee under this Charter to approve and also within the Group CEO's delegated authority from the Board to approve, the Group CEO is not precluded from approving that matter.
- b) However, the Group CEO may refer to the Committee any matter relevant to the Committee's Purpose, whether or not that matter is:
 - (i) within the Group CEO's delegated authority from the Board (for example, where the Group CEO considers the matter should be referred to, or discussed with, the Committee); or
 - (ii) outside of the Group CEO's delegated authority from the Board, (each a *Referred Matter*).
- c) In relation to any Referred Matter, **the Committee has authority to:**
 - (i) **approve** that Referred Matter if the matter is within the scope of the Committee's approval powers under this Charter;
 - (ii) **consider and make recommendations to the Group CEO** for approval by the Group CEO if the Referred Matter is within the Group CEO's delegated authority; or
 - (iii) **otherwise, make recommendations to the Board** for approval.

The Committee has authority to sub-delegate to such persons (or categories of persons) as the Committee determines from time to time, the authority to execute, implement and/or finalise any matter that has been approved by the Committee pursuant to this Charter, on terms and conditions substantially in accordance with the Committee's approval.

3. Sub-delegations

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4. No Limitation on Board's Power

- a) The delegation of authority under this Charter does not preclude the Board from exercising power or authority in relation to a matter that is within the Committee's delegated authority, if the Board so decides.
- b) In addition, the Committee may at any time, through the Committee Chair, refer any matter that is before the Committee to the Board for consideration (even if that matter falls within the Committee's authority under this Charter to approve).

5. Membership and Protocols

Membership of the Committee and the protocols and processes applying to the Committee and conduct of the Committee's business will be in accordance with the **Protocol For Board Committees** document.

6. Reporting and Accountability to the Board

The Committee is accountable to the Board for the exercise of the Committee's delegated authority under this Charter. The Committee will:

- a) make available Committee papers and minutes of Committee meetings to the Board;
- b) report to the Board on the exercise by the Committee of its authority, including when that exercise has any budgetary impacts;
- c) through the Committee Chair, provide updates and make recommendations to the Board on matters that are within the scope of this Charter;
- d) through the Committee Chair, promptly bring to the attention of the Board any matters before the Committee that may materially impact on the financial condition or affairs of NRMA.

7. Committee Performance and Charter Review

- a) The Committee will review its performance periodically, including to consider whether it is performing effectively and has met the terms of this Charter, and will report the outcome of the review to the Board.
- b) The Committee will review this Charter at least every two years to ensure it remains current to the needs and structure of NRMA, and recommend amendments to the Board for approval. This Charter may only be amended by a resolution of the Board.

Approved by NRMA Board on 28 May 2025