



# People and Culture Committee Charter

Noumi Limited  
ACN 002 814 235

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## Table of Contents

People and Culture Committee Charter .....	3
1. Introduction.....	3
2. Definitions.....	3
3. Responsibilities of the People & Culture Committee.....	3
4. Committee Membership and Appointment of Members.....	5
5. Performance Evaluation .....	5
6. Independent professional advice and right to obtain information.....	5
7. Conflicts of interest.....	6
8. Charter Review.....	6

## People and Culture Committee Charter

### 1. Introduction

This Charter sets out the functions and responsibilities of the People and Culture Committee of the Board of the Company and specifies the authority delegated to the Committee by the Board. It also defines the membership and operation of the Committee.

### 2. Definitions

- **Board** means the board of directors of the Company;
- **Committee** means the People and Culture Committee;
- **CEO** means the Chief Executive Officer;
- **CFO** means the Chief Financial Officer;
- **Chairperson** means the Chair of the Board;
- **Committee Secretary** means the Company's Company Secretary
- **Company** means Noumi Limited ACN 002 814 235; and
- **KMP** means Key Management Personnel as determined by the Board from time to time.

### 3. Responsibilities of the People & Culture Committee

It is the role of the Committee to assist the Board to achieve its objectives by making recommendations to the Board regarding structure, composition, recruitment, retention, remuneration and succession planning for Directors, the CEO and KMP. The Committee will make recommendations to the Board regarding the organisational and people capabilities required to execute its strategic and business objectives and make recommendations to the Board regarding selection and appointment of Directors, the CEO and KMP.

The Committee is specifically tasked with making recommendations to the Board, in line with the Board Charter, to ensure that the Company:

- engages a Board, subject to Shareholder vote, with a strong mix of knowledge, skills, experience, diversity and independence in order to effectively carry out its responsibilities and duties;
- reviews the composition, skills and experience of the Board and its committees periodically;
- supports the senior management team to build and maintain a constructive workplace culture that contributes to the cultural health, integrity and profitable growth of the Company;
- has effective remuneration policies and practices in order to attract and retain high calibre Directors, the CEO and KMP for the Company;
- makes recommendations to the Board regarding the approval of rewards policies, practices for the purpose of building optimal remuneration quantum and mix to enable the Company to effectively attract and retain high calibre talent;
- provides appropriate guidance to ensure that remuneration and nomination policies, practices and frameworks comply with ASX Corporate Governance Principles and guidelines;
- ensures remuneration and nomination practices are fair and align with industry benchmarks and changes to market remuneration practices;
- ensures remuneration strategies reward Board members, KMP and senior executives in line

with performance and in a manner that contributes to long-term shareholder value creation;  
and

- meets at least two times per annum and more often if deemed necessary.

Additional specific responsibilities of the Committee include:

### ***Non-executive Directors***

The Committee is tasked with making recommendations to the Board, which are then ratified by the Board and are subject to shareholder vote, regarding:

- review and approval of membership of the Board and committees of the Board, except for the Chairperson of the Board and chairpersons of the committees of the Board, whose appointment is ratified by the full Board of the Company;
- selection processes of new members of the Board, including the re-election of members and Board member succession planning;
- recruitment of new members of Committees of the Board, including the re-election of Committee members and Committee member succession planning; review and ratification of non-executive Director remuneration, within the shareholder approved pool of Directors fees and;
- induction and ongoing professional development for Directors and the evaluation of the performance of the Board, Board members and the Committees of the Board.

### ***Chief Executive Officer***

The Committee is tasked with making recommendations to the Board regarding the:

- review of the performance of the CEO;
- appointment and termination of the employment of the CEO;
- objective setting and remuneration of the CEO; and
- the remuneration policy and succession plans for the CEO.

### ***Company Secretary***

The Committee is tasked with making recommendations to the Board regarding the:

- review of the performance of the Company Secretary;
- appointment and termination of the employment of the Company Secretary;
- objective setting and remuneration of the Company Secretary; and
- the remuneration policy and succession plans for the Company Secretary.

### ***KMP***

The Committee is tasked with working with the CEO to endorse:

- appointment and termination of KMP;
- objective setting and remuneration of KMP; and

- remuneration policy and succession plans for KMP.

#### ***Additional matters***

- reviewing and recommending to the Board the people and culture strategy of the Company in support of building and maintaining an organisational culture based on sound ethics and performance;
- providing oversight and assistance to the CEO in monitoring the performance of the senior management team and ensuring appropriate level of human capital resourcing; and
- monitoring and reporting to the Board equal opportunity and diversity matters in line with Company policy.

#### **4. Committee Membership and Appointment of Members**

The Committee should have a minimum of three non-executive Directors, the majority of whom should be independent. The Committee should be chaired by an independent Director.

Committee membership will be reviewed annually, with resignations and appointments agreed by the Board and in line with the Company's Constitution.

Committee membership will be monitored so that the Committee has the appropriate range of expertise to fulfil its responsibilities.

A quorum for any Committee Meeting shall be two members and may include the Committee Chairperson.

The Committee Secretary's responsibilities include:

- advising the Committee on governance matters;
- monitoring that Committee policy and procedures are followed;
- coordinating the timely completion and despatch of Committee papers;
- ensuring that the business at Committee meetings is accurately captured in the minutes; and
- helping to organise and facilitate the induction of new Committee Members.

#### **5. Performance Evaluation**

The Committee will undertake an annual self-assessment process, which includes:

- Comparing the practices of the Committee versus its Charter requirements; and
- Implementing practices designed to enhance the Committee's effectiveness.

The Board will also undertake an annual self-assessment process guided by the process designed by the Committee.

#### **6. Independent professional advice and right to obtain information**

##### ***Independent professional advice***

To facilitate independent judgement in decision making, there may be circumstances where individual directors are entitled to independent professional advice at the Company's expense. Committee members recognise that this expenditure must be reasonable. The Committee Chairperson will approve such expenditure and in the case of the Committee Chairperson, the Chairperson of the Board will approve such expenditure. All members of the Board will be made aware of the professional advice

sought and obtained.

***Right to obtain information***

The Committee is entitled to consult with expert advisors at the reasonable expense of the Company, where the Committee considers it appropriate or necessary to carry out its duties.

**7. Conflicts of interest**

Committee members will declare any conflicts of interest to the Committee Chairperson as they may arise and in the case of the Committee Chairperson any conflicts of interest will be declared to the Chairperson of the Board. Where conflicts arise, Committee members will not attend the portion of the meeting where the conflicting item is discussed.

**8. Charter Review**

The Committee Charter will be reviewed at least once every two years from the date it was adopted.