

**METRO PERFORMANCE GLASS LIMITED**  
**(Metroglass)**

**People and Culture Committee Charter**  
**(Committee)**

**1. Purpose, duties and responsibilities of the People and Culture Committee**

The purpose of the People and Culture Committee is to assist the board of directors in ensuring the elements of people, organisation and culture support Metroglass' strategy and business plan by particularly considering the:

- (a) **Capability** of the organisation at the senior levels and in any identified key roles (recruitment, training, personal development, succession planning);
- (b) **Remuneration** strategy required to secure the desired level of organisational capability (including base remuneration, short and long term incentives and other benefits);
- (c) **Company Values** to ensure our values and culture support the pursuit of our Purpose.
- (d) **Nominations** process for the appointment and succession planning of the CEO and Board; and
- (e) **Company policies** that relate to people, including oversight of diversity and inclusion.

The duties and responsibilities of the Committee are as follows:

**Capability**

- (a) Review the organisation design, to assure it is sufficient to support the Company strategy;
- (b) Receive assurance that recruitment activities are effectively attracting the required capability to deliver the Company strategy;
- (c) Receive assurance that training and development programs are effectively providing the required capability to deliver the Company strategy; and
- (d) Monitor the organisation's succession plan for senior leadership roles and any key positions identified.

**Remuneration**

- (a) Review and recommend to the board the Company's annual salary pool;
- (b) Review all components of the CEO's remuneration and terms of employment and recommend to the board any changes that may be required;
- (c) Review and recommend to the board annual incentive plans, including share and option schemes;
- (d) Approve the remuneration packages and employment terms of all senior executives as recommended by the CEO; and
- (e) Make recommendations for the remuneration policies for non-executive directors.

**Values**

- a) Review the Company's Values with the senior leadership team on a biennial basis and provide recommendations to the board to ensure our values and culture support the pursuit of our Purpose;
- b) Provide support to the senior leadership team to model those Values; and
- c) Monitor the Company's commitment to the Company's Values, with a particular focus on safety and wellbeing.

## **Nominations**

- (a) Make recommendations on the appointment and tenure of the CEO;
- (b) Make recommendations on the appointment and tenure of the Non-Executive Directors;
- (c) Make recommendations on succession planning, including the chair and CEO and the board itself;
- (d) Develop and maintain a skillset matrix for the composition of the board having regard to the skills, experience, personal attributes and diversity required of directors; and
- (e) Review Non-Executive Director nominations from shareholders, as and when they occur, and to provide recommendations to the board in respect of such nominations; and
- (f) To make recommendations and ensure that adequate procedures are in place for the review of the performance of the board as a whole, its committees and the contribution of directors.

## **Company Policies**

- (a) Establish a review cycle to consider all Company people policies on a biennial basis and recommend changes to the board for approval;
- (b) Monitor the Company's statutory and contractual compliance obligations as an employer;
- (c) Act as the employer in the event of any personal disputes that involve the CEO and any member of the senior leadership team;
- (d) Provide guidance and oversight to ensure best practice principles and practices of safety and wellbeing, diversity and inclusion and equal employment opportunities are adhered to;
- (e) Agree and approve measurable diversity and inclusion objectives for recommendation to the board, and track progress against these objectives; and
- (f) Consider such other matters relating to people as may be referred to it by the board.

## **2. Composition**

The board shall annually agree the membership of the committee which shall be comprised of at least two and not more than four independent directors. One of which shall be appointed as Chair of the committee.

## **3. Meetings**

- (1) A quorum shall be two members;
- (2) The committee shall meet as frequently as required to fulfil its duties but no less than two times per annum;
- (3) The committee may have in attendance members of management and other persons, such as external advisors, that it considers necessary to fulfil its functions;
- (4) The Chair of the committee will report the committee's deliberations and recommendations to the board; and
- (5) The minutes of committee meetings will be available to all members of the board.

## **4. Authority**

The board delegates to the committee authority to obtain legal or other professional advice as it thinks necessary to fulfil its responsibilities.

Additionally the committee can request the attendance of Company Officers as it considers appropriate.

**Ownership and Review**

- Approver: Metro Performance Glass Limited Board
- Ownership: Board of Directors
- Last reviewed: 26 May 2023