



BWX Limited

ACN 163 488 631

PEOPLE & CULTURE COMMITTEE CHARTER

1. Introduction

- 1.1. The People & Culture Committee (P&CC) is a committee of the Board of Directors (**Board**) of BWX Limited ACN 163 488 631 (Company and, together with its subsidiaries, the **BWX Group**).
- 1.2. The Board of Directors have established the People & Culture Committee in accordance with the Company's Constitution.
- 1.3. This Charter sets out the authority, composition, objectives, responsibilities and scope of the People & Culture Committee of the BWX Group.

2. Authority

- 2.1. The Committee has appointed and is authorised by the Board of Directors to assist the Board on people and remuneration-related matters and in fulfilling certain statutory and regulatory responsibilities.
- 2.2. The authority of the Committee is sourced from:
 - a) the Company's Constitution;
 - b) this Charter; and
 - c) separate Board delegations, resolutions and approvals granted to it from time to time.
- 2.3. The Committee has the authority to conduct or direct any investigation required to fulfil its responsibilities and may directly engage and retain, at the Company's expense, legal, financial, corporate governance or other advisers, consultants or experts as it considers necessary from time to time in the performance of its duties (including an independent remuneration consultant as required), so that the engagement, including any advice received, is independent and provided in accordance with applicable regulatory requirements.
- 2.4. The Committee may form and delegate authority to sub-committees, comprised of one or more members. Any such sub-committee will have the full power and authority of the Committee, subject to the terms of its delegated authority. The Committee may approve certain employees to act as Committee delegates to undertake specified activities of the Committee.

3. People & Culture Committee Composition

- 3.1. The People & Culture Committee must comprise:
 - a) at least three Directors, all of whom are non-executive directors; and
 - b) a majority of independent Directors.
- 3.2. The Board will appoint the Chair, who may also be the Chair of the Board.
- 3.3. The People & Culture Committee will appoint a Secretary.

4. Objectives

- 4.1 The objectives of the People & Culture Committee are to:

- a) assist the Board to adopt appropriate remuneration policies and practices to attract and retain high quality Directors and to attract, retain and motivate senior executives who will create value for shareholders;
- b) monitor compliance with Board approved remuneration policies and practices and incentives and behaviours arising from the remuneration structure to ensure that performance-based remuneration encourages behaviour that is ethical, delivers sound long-term shareholder outcomes and is aligned with the Group's purpose and values;
- c) assist the Board to reward the Group Managing Director and CEO (**CEO**) members of the BWX Executive Team who report directly to the CEO (**Executive Team**) having regard to the performance of the BWX Group, the performance of the individual and the general external pay environment, including governance, legal and regulatory requirements;
- d) assist the Board with succession planning for the Board, CEO and Executive Team;
- e) develop and implement processes for Director induction, continuing professional development and Board, Committee and Director evaluation; and
- f) oversee the appointment and re-election of directors and the processes by which new directors are recruited.

In performing the objectives referred to in Clause 4, the Committee will undertake the following responsibilities:

5. Responsibilities of the People & Culture Committee

5.1 The responsibilities of the People & Culture Committee are to:

- a) annually review the Group's remuneration strategy, framework and policy, ensuring they support the Group's purpose, values, strategic objectives and risk appetite, and are informed by market practice and trends, and legislative and regulatory requirements.
- b) consider the outcome of the annual shareholder advisory vote on the adoption of the Remuneration Report and take into account feedback of key stakeholders.
- c) Review and recommend to the Board for approval the CEO's total remuneration package having regard to executive remuneration and incentive policies.
- d) Review and make recommendations to the Board (as appropriate) and with the recommendation of the CEO, the total remuneration packages and terms of employment of the Executive Team.
- e) Determine if shareholder approval is required for any change to remuneration of Directors, CEO or members of the Executive Team and if appropriate, seek such approval.
- f) Review and approve or make recommendations to the Board (as appropriate), any equity-based remuneration plans for the CEO and Executive Team and other employees.
- g) Review and recommend to the Board for approval the Company's annual Remuneration Report, including consideration of the external auditor's draft report on the Remuneration Report.
- h) Review and recommend to the Board for approval the design and total proposed payments from any CEO and Executive Team incentive plan.
- i) Review and approve the proposed award to each member of the Executive Team under the rules of any Executive Team incentive plan and review and make recommendations to the Board any award for the CEO.
- j) Approve the applicable performance hurdles for any Executive Team and CEO incentive plan and monitor achievement against those hurdles.
- k) Review and recommend to the Board any Director, CEO and Executive Team succession plans.

- l) Review the remuneration of Non-Executive Directors (both Board and Committee fees).
- m) Review superannuation arrangements for Directors, CEO or members of the Executive Team and other employees.
- n) Assess whether there is any gender or other inappropriate bias with respect to the remuneration for Directors, the Executive Team (including the CEO) or other employees.
- o) Review and recommend to the Board any specific remuneration related agreements including any Sales Commission Policy and Enterprise Bargaining Agreement.
- p) Review and recommend to the Board for approval the retirement and termination policies for Non-Executive Directors, CEO and the Executive Team, having regard to market trends and shareholder interests and all applicable laws.
- q) Review and recommend to the Board for approval recruitment, retention and termination strategies.
- r) Provide assurance that the Board has the appropriate size, composition, size and commitment to discharge its responsibilities and duties.
- s) Oversee succession planning for Board, CEO and the Executive Team.
- t) Conduct searches for new Board members and recommend the preferred candidate to the Board.
- u) Oversee the Director Skills Matrix and assess the extent to which the necessary and desirable competencies are represented on the Board.
- v) Develop and implement processes for Director induction and continuing professional development.
- w) Recommend and implement processes for Board, Committee and individual Director evaluation.

Any other responsibilities as determined by the Committee or the Board from time to time.

6. People & Culture Committee meetings

- 6.1. The People & Culture Committee will meet at least quarterly or as often as it considers necessary.
- 6.2. A quorum for a People & Culture Committee meeting is two People & Culture Committee members.
- 6.3. People & Culture Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 6.4. The People & Culture Committee may invite anyone it considers appropriate to attend People & Culture Committee meetings.
- 6.5. The People & Culture Committee must disclose at the end of each reporting period the number of times that it met during the period and the individual attendances of its members at those meetings.

7. Minutes of People & Culture Committee meetings

- 7.1. The People & Culture Committee must keep minutes of its meetings.
- 7.2. The Chair of the People & Culture Committee will regularly update the Board about the People & Culture Committee's activities. The minutes of each People & Culture Committee meeting must be included in the papers for the next full Board meeting after each meeting of the People & Culture Committee, except if there is a conflict of interest.
- 7.3. Minutes must be distributed to all People & Culture Committee members within ten working days of the meeting, after the People & Culture Committee Chair has approved them.
- 7.4. The agenda and supporting papers are available to all Directors upon request to the People & Culture Committee secretary, except if there is a conflict of interest.



8. Review and changes to this charter

8.1. The People & Culture Committee will review this charter annually or as required.

9. Approved and adopted

9.1. This charter was approved and adopted by the Board and is effective from 24 February 2022.