

People and Community Committee Charter

Aussie Broadband

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1. Overview

The People and Community Committee (**Committee**) is a Committee of Aussie Broadband's board of directors (**Board**).

This charter sets out:

- (a) the responsibilities delegated by the board to the Committee, and
- (b) the Committee's objectives, authority, responsibilities, composition and operation.

2. Objectives

The Committee's role is to provide advice and assistance to the Board on Aussie Broadband's people and community activities, including:

(a) People and Culture:

- (i) ensuring people issues are central to, and integrated into, Aussie Broadband's business strategy and objectives,
- (ii) ensuring Aussie Broadband has appropriate talent available, either through development or recruitment,
- (iii) ensuring Aussie Broadband's people are aligned with Aussie Broadband's "why" (i.e. Aussie Broadband's mission and purpose), values and culture, and are motivated and supported to pursue the growth and success of Aussie Broadband,
- (iv) ensuring Aussie Broadband can attract and retain people who will create sustainable value for all stakeholders,
- (v) ensuring Aussie Broadband's people are rewarded fairly and responsibly based on the performance of Aussie Broadband, individual performance, statutory and regulatory requirements and in accordance with Aussie Broadband's culture, and
- (vi) ensuring Aussie Broadband maintains appropriate policies, performance management, succession planning and development programs to support Aussie Broadband's performance and culture,

(b) Community:

- (i) ensuring Aussie Broadband has appropriate resources and programs in place to help meet Aussie Broadband's strategic goal of building better communities by having a meaningful impact on communities and ethical business practices, and
- (ii) ensuring ethical practices guide how Aussie Broadband conducts business, now and in the future, including a commitment to the community, inclusion and diversity, human rights and social responsibility, minimising Aussie Broadband's impact on the environment, and celebrating the selfless work of community groups and organisations all over Australia.

3. Membership

- (a) Committee membership rules include:
 - (i) there should be a minimum of 3 members, a majority of whom are independent directors, and
 - (ii) the chair must be an independent director.
- (b) The Board may appoint additional directors to the Committee, or remove or replace members of the Committee by resolution. Members may withdraw from membership of the Committee by written notification to the Board.
- (c) Any director who is not a member of the Committee may attend all or part of a meeting of the Committee, and other persons including advisers may attend at the invitation of the Committee chair.
- (d) The Company Secretary, or their delegate, must attend all committee meetings as minute secretary.

4. Authority

- (a) The Committee can perform activities within the scope of the responsibilities set out in this charter, and to make appropriate recommendations to the Board.
- (b) The Committee has unrestricted access to Aussie Broadband's executive management and company records as required.
- (c) The Committee can obtain any independent legal or other professional advice that it considers necessary to execute its functions.

5. Responsibilities

The Committee's duties and responsibilities include:

- (a) **People strategy:**
 - (i) reviewing Aussie Broadband's people strategy to ensure that they are consistent with Aussie Broadband's business strategy and supports Aussie Broadband's culture,
 - (ii) reviewing strategies and programs to ensure that Aussie Broadband attracts, develops and retains talented staff, and
 - (iii) reviewing executive performance management and succession planning to ensure that Aussie Broadband has the right people in place to deliver Aussie Broadband's strategy.
- (b) **Inclusion and diversity**
 - (i) reviewing Aussie Broadband's "inclusion first" approach to inclusion and diversity and ensuring it remains aligned with Aussie Broadband's culture
 - (ii) reviewing and, if appropriate, making recommendations to the Board on inclusion and diversity programs and progress, and

- (iii) reviewing the broader inclusion and diversity of Aussie Broadband's Board, executive and senior management and workforce, and report periodically to the Board.

(c) **People-related compliance matters:**

- (i) reviewing Aussie Broadband's policies and practices on equal opportunity, bullying and harassment, discrimination, unfair dismissal, our Code of Conduct and other compliance matters to ensure they not only meet compliance requirements but are also aligned with Aussie Broadband's culture,
- (ii) reviewing Aussie Broadband's overall safety, health and wellbeing policy and Aussie Broadband's performance against agreed targets

(d) **Remuneration policies and practices:**

- (i) reviewing and approving Aussie Broadband's remuneration policy to ensure remuneration is competitive in the market and effectively designed to attract, motivate and retain team members,
- (ii) as required appointing remuneration consultants to meet the requirements of the *Corporations Act 2001* (Cth) and be satisfied Aussie Broadband has adequate information and independent external advice to make informed remuneration decisions for executive staff and key management personnel,
- (iii) reviewing and recommending to the Board major changes and developments in superannuation arrangements, people practices and industrial relations strategies (in response to proposals from management),
- (iv) ensuring that no executive (including an executive director) is directly involved in setting remuneration for either themselves or for other executives that may indirectly affect their own remuneration,
- (v) reviewing and facilitating shareholder and other stakeholder engagement on Aussie Broadband's executive remuneration policies and practices, and
- (vi) reviewing and recommending to the Board the remuneration report prepared in line with the *Corporations Act 2001* (Cth) for inclusion in the annual directors' report.

(e) **Incentives and incentive plans:**

- (i) recommending to the Board for approval, the structure of material employee short and long term incentive, equity or bonus plans including eligibility criteria,
- (ii) Approval of any review of the design of existing plans to ensure they remain effective, are aligned with Aussie Broadband's culture and budget, and

(f) **Managing Director:**

Reviewing and making recommendations to the Board on:

- (i) remuneration, performance targets and incentive payments for the Managing Director (**MD**), including specific contractual arrangements, and the assessment of individual performance against performance targets,
- (ii) succession planning for the MD, and

- (iii) termination payments for the MD for consistency with contractual entitlements and the rules of any incentive scheme or policy.

(g) **Other executives:**

Reviewing and providing feedback to the MD on:

- (i) remuneration, performance targets and incentive payments for executives reporting to the MD, including specific contracted arrangements, and reviewing and approving the assessment of individual performance against performance targets based on the MD's recommendations,
- (ii) executive team succession planning, including ensuring there is adequate emergency succession strategies in place based on the MD's recommendations, and
- (iii) termination payments for executives reporting to the MD consistent with contractual entitlements and the rules of any incentive scheme or policy. All actual Executive termination payments are subject to final board approval.

(h) **Non-executive directors:**

- (i) within the maximum amount approved by shareholders, reviewing and making recommendations to the Board on remuneration for the non-executive directors, including fees, travel and any other benefits,
- (ii) assisting 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;
- (iii) assist the Board in regularly reviewing its Board skills matrix to ensure it covers the skills required to address existing and emerging business and governance issues of the Company;
- (iv) reviewing and recommending to the Board the appropriate size and composition of the Board, including reviewing the Board's succession plans and the succession of the Chair of the Board,
- (v) assisting the Board to identify qualified individuals for nomination to the Board,
- (vi) assisting the Board to develop and implement a process to evaluate the performance of the Board, its committees and members,
- (vii) assisting the Board in ensuring that Aussie Broadband has a director induction program in place and that it is regularly reviewed to ensure it is effective, and
- (viii) assisting the Board in ensuring processes are in place for providing continuing professional development opportunities for directors and regularly reviewing the effectiveness of such opportunities.

(i) **Community:**

Reviewing and making recommendations to the Board on Aussie Broadband's policies, practices and initiatives to support:

- (i) community impact and social responsibility,

- (ii) environmental sustainability and minimising Aussie Broadband's impact on the environment, and
- (iii) monitoring external community trends and developments that are likely to impact Aussie Broadband's reputation.

6. Committee process

The Committee's proceedings will be conducted in accordance with Aussie Broadband's Constitution.

(a) 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 will normally meet at least quarterly.

(b) Quorum

The quorum is at least 2 members present, either in person or by using technology.

(c) 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 will be given to every member of the Committee, of every meeting of the Committee. However, 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.

The Company Secretary will distribute in advance of the meeting of the Committee the agenda and related papers to each of the Committee members or any other persons determined by the Committee.

(d) Voting at meetings

The Committee should pursue collective decision-making and seek consensus where possible. The Committee Chair should test consensus and, if a unanimous view cannot be reached, decisions will be based on a majority view.

Each Committee member will have one vote. If an equal number of votes is cast for and against a resolution, the Committee Chair does not have a casting vote in addition to their vote as a Committee member and the resolution is not passed.

(e) Independent advice

The Committee may seek the advice of the auditors, solicitors or other independent advisors, consultants or specialists on any matter relating to its powers, duties or responsibilities.

(f) Minutes

Minutes of the meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee chair, be presented at the next relevant Board meeting.

All minutes of the Committee must be entered in a minute book maintained for the purpose and will be open at all times for inspection by any Director.

(g) Reporting

The Committee chair will report on the actions and recommendations of the Committee to the Board.

7. Disclosure

The Board will publish on Aussie Broadband's website:

- (a) this charter;
- (b) the members of the Committee; and
- (c) the annual attendance records for the number of times the Committee met as well as the individual attendances of the members at those meetings.

8. Review

- (a) The Board will review the performance, membership and charter of the Committee at least once a year.
- (b) Annually the Board will review the Charter of the Committee and will consider whether the Committee is fit for purpose. The Committee can also make recommendations to the Board about membership, responsibilities, functions and other items.