



People Committee Charter



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1. Role

The role of the Committee is to assist the Board in the fulfillment of its responsibility to ensure that the Company's people and remuneration practices support the achievement of its purpose and strategy, encourage the desired culture and behaviours, and are aligned with its risk appetite.

The Committee is responsible for reviewing and making recommendations to the board regarding:

- the principles and practices that underpin the Company's overall approach to remuneration;
- the remuneration of Senior Executive Managers;
- development programmes for Senior Executive Managers;
- succession planning and processes for Senior Executive Managers;
- talent and leadership development programmes for other senior leaders across the business;
- policies and practices that foster a culture of high performance, inclusion, collaboration and ethical conduct;
- policies and practices that promote the attraction, development and retention of a diverse and capable workforce and position the company as an employer of choice; and
- people risks associated with its areas of responsibility under this charter. Senior Executive Managers are those executives, other than the CEO, listed in the Board Review List from time to time. The Board Review List comprises Key Management Personnel and other senior executives of the business and is approved by the Board annually.

All matters relating to CEO performance, remuneration and succession are reviewed through the Nominations Committee or the board.

All matters relating to the remuneration and performance of Non-Executive Directors are reviewed through the Nominations Committee.

The Committee has no decision-making authority and operates by making recommendations to the Board for approval.

The Appendix sets out the policies, codes and frameworks that the Committee is responsible for reviewing on behalf of the Board and recommending to the Board for approval.

2. Membership

The Committee will be comprised solely of non-executive directors. The Board will appoint the Chair of the Committee and assign or replace members of the Committee by resolution from time to time. Any Director is entitled to be present at any meeting of the Committee.

By invitation of the Chair of the Committee, members of management may be invited to attend meetings of the Committee on an ad-hoc or standing basis.



3. Administration

3.1 Meetings

The Committee will meet at least three times per year; and may schedule additional meetings as warranted to fulfil its charter.

A Program of the matters to be addressed at each of the meetings will be provided at the first meeting of each calendar year.

A notice of each meeting confirming the date, time, venue, agenda and relevant supporting papers for the agenda items to be reviewed and discussed will be forwarded to each member of the Committee at least five days prior to the date of the meeting. Any member may, by written request to the Chair of the Committee, convene a meeting of the Committee.

A quorum will comprise any three Committee members. In the absence of the Chair of the Committee, the members shall elect one of their number as Chair for that meeting.

3.2 Advisers

Any Committee member may, with prior approval of the Board Chairman, seek the advice of the Company's auditors, solicitors or other external consultants or specialists as to any matter pertaining to the powers or duties of the Committee.

The Committee may obtain information from, and consult with, management to fulfil its responsibilities under the charter.

The Committee may, with the prior approval of the Board Chairman, engage independent advisers to obtain remuneration advice. Where advice received would constitute a 'Remuneration Recommendation' under section 206L of the Corporations Act 2001 (Cth), the Committee, on behalf of the Board, will engage any adviser directly.

3.3 Secretarial Support

The Company will provide secretarial support to the Committee.

The Chief Human Resource Officer will assist the Committee in its operations.

Proceedings of all meetings are to be minuted by the Company Secretary, approved by the Committee, and signed by the Chair of the Committee.

3.4 Reporting

The Chair of the Committee will report to the Board on Committee activities and recommendations, including any material matters arising out of the Committee meeting.

4. Policies

The Committee will be responsible for reviewing the policies, guidelines and frameworks listed in the Appendix and recommending any changes to the Board for approval.



5. Remuneration

The Committee will be responsible for reviewing and making recommendations to the board regarding:

- a) the Company's overarching remuneration strategy and approach with a view to ensuring remuneration principles and practices are:
 - i. aligned to shareholders' interests;
 - ii. competitive and aligned to market practice;
 - iii. aligned with the Company's risk management framework and risk appetite; and
 - iv. supportive of the Company's purpose, culture, strategy and long-term financial success;
- b) the composition of the Key Management Personnel (comprising those executives defined in the Remuneration Report) and the Board Review List annually;
- c) the Board and Executive Remuneration Policy and the structure and terms of the Short and Long Term Incentive schemes (including any associated equity deferral plans) for both the Board Review List and General Schemes;
- d) the annual remuneration for Senior Executive Managers, including their fixed remuneration and participation in, and awards under, Short and Long Term Incentive schemes; having regard to performance observations provided by the CEO;
- e) the setting of hurdles and targets for Senior Executive Managers under the Board Review List Short Term Incentive Schemes, having regard to the hurdles and targets set by the Board for the CEO and the CEO's recommendations for Senior Executive Managers;
- f) the setting of hurdles and targets under the Long Term Incentive Scheme;
- g) the terms of, and arrangements for, employee share schemes including performance right schemes, share purchase schemes, special bonuses, and similar matters;
- h) the vesting outcomes of LTI schemes;
- i) the vesting outcomes of any performance rights or other contingent equity schemes;
- j) the STI Plan and LTI Plan total pool sizes to ensure an appropriate match with the Company's market capitalisation and performance and making recommendations to the Board; and
- k) the levels of any minimum shareholding requirements for Directors and Senior Executive Managers and the compliance with the requirements.

6. Talent Strategy

The Committee will be responsible for assisting the Board in its oversight of the Company's talent strategy, policies and practices which aim to promote the attraction, development and retention of a diverse and capable workforce, foster a culture of high performance, inclusion, collaboration and ethical conduct and position the company as an employer of choice by :

- a) reviewing and recommending to the Board the Company's 3 Year Talent Strategy and monitoring plan progress, outcomes and effectiveness;



- b) reviewing the Annual HR Business Plan and monitoring progress of its execution;
- c) reviewing the Diversity & Inclusion Policy and recommending changes to the Board for approval;
- d) reviewing the Diversity & Inclusion strategy, plans and targets and monitoring progress and outcomes; and
- e) reviewing and making recommendations to the Board on proposed public Diversity and Inclusion targets.

7. Talent Development & Succession Planning

The Committee will be responsible for assisting the Board to ensure that the Company will continue to benefit from a capable and effective senior leadership team over the long term by:

- a) reviewing talent and leadership development programs across the business to support the growth of a strong pipeline of future leaders; and
- b) reviewing specific succession processes, plans and development programmes for Senior Executive Managers.

8. Workplace Culture

The Committee will be responsible for assisting the Board in its promotion of a high performing and ethical business culture by:

- a) reviewing the Code of Conduct and recommending to the Board for approval;
- b) monitoring workplace culture and engagement by reviewing:
 - i. staff engagement survey outcomes and plans;
 - ii. attraction and retention programs including key staff turnover and other relevant statistics; and
 - iii. compliance with the ALS Code of Conduct and other employee-related trends or concerns surfaced via the integrity hotline.
- c) reviewing the Social Media strategy in relation to employee feedback sites and recommending to the Board for approval; and
- d) reviewing relevant material employment related legislative changes and management confirmation of adherence.

9. People Risk Management

The Committee will be responsible for reviewing and reporting to the Board regarding:

- a) It's interaction with the Audit & Risk Committee to ensure oversight of, and mitigation strategies for, people related risks, especially those classified as high impact risk to the reputation or sustainable operations of the business;
- b) Board Review List executives' general contract terms;



- c) the terms of any terminations for Senior Executive Managers including the amounts of any termination payment and vesting and/or lapsing of any STI, LTI or other entitlements:
 - i. KMP – CEO to recommend to Board Chair and Committee Chair for approval; and
 - ii. Other Board Review List executives – CEO to approve in consultation with the Board Chair.

Details of Board Review List terminations to be reported at the next Committee meeting;
and

- d) oversight of global mobility policies.

10. Statutory Reporting

The Committee will be responsible for reviewing and making recommendations to the Board and/or the Audit and Risk Committee (as appropriate) for any people related statutory reporting requirements including, annual diversity metrics and the Remuneration Report for inclusion in the Annual Report.

11. Review of Charter

The Committee will bi-annually, at the first meeting of that calendar year, review the suitability of this Charter for current circumstances and recommend any changes to the Charter to the Board for approval.

This Charter was reviewed by the Board of Directors, following recommendation from the Committee, and adopted on [insert date].



Appendix – Approval of Documentation

The following documents and plans are reviewed by the People Committee.

The table below sets out the approving authority for each document. Other global codes and policies are listed in the “Board Approval Policies” list.

No	Document Name	People Committee Role	Board Role
1	People Committee Charter	Review and recommend	Approve
2	Board & Executive Remuneration Policy	Review and recommend	Approve
3	KMP STI Plan Rules	Review and recommend	Approve
4	General STI Plan Rules	Review and recommend	Approve
5	STI Deferral Plan Rules	Review and recommend	Approve
6	STI Plan, Annual Strategic (global) KPIs or redesign	Review and recommend	Approve
7	LTI Plan Rules and Equity Plans Participants Guides	Review and Recommend	Approve
8	LTI Plan Annual Hurdles	Review and recommend	Approve
9	HR Strategic Plan (3-year horizon)	Review and recommend	Approve
10	Annual HR Business Plan	Review and Monitor	-
11	Diversity & Inclusion Policy	Review and recommend	Approve
12	Diversity & Inclusion Strategy	Review and Monitor	-
13	Code of Conduct	Review and recommend	Approve
14	Social Media Strategy	Review and recommend	Approve