

# PEOPLE AND CULTURE COMMITTEE CHARTER OF SUMMERSET GROUP HOLDINGS LIMITED

## 1. Constitution

- 1.1 The People and Culture Committee shall be a committee of the Board established by the Board.

## 2. Objectives

- 2.1 The objectives of the Committee are to:
  - 2.1.1 Support the Board in ensuring the company's vision and commitment to our people strategy is aligned with and is an enabler of Summerset's business strategy.
  - 2.1.2 Assist the Board in planning the Board's composition and in development of succession plans; make recommendations to the Board accordingly;
  - 2.1.3 Evaluate the competencies required of prospective directors and as required identify prospective directors and establish their competency match and degree of independence;
  - 2.1.4 Oversee the process of the Board's annual performance self-assessment and any follow up activity.
  - 2.1.5 Establish remuneration policies and practices and set and review the remuneration of the company's Chief Executive Officer, executive team and directors.
  - 2.1.6 Monitor remuneration policy and practice and review/ recommend for Board approval any substantive changes.

## 3. Membership

- 3.1 Membership of the Committee shall comprise members of the Board appointed by the Board.
- 3.2 The number of members of the Committee shall be not less than three, a majority of whom shall be independent directors. The Chairman of the Board may be a member of the Committee.
- 3.3 The Chairman of the Committee shall be appointed by the Board from the independent members of the Committee.

## 4. Secretarial and Meetings

- 4.1 The secretary of the Committee shall be appointed by the Board.
- 4.2 A quorum of members of the Committee shall be two, at least one of whom must be an independent director.
- 4.3 All directors are entitled to attend meetings of the Committee, except those directors whose positions as directors are under consideration by the Committee, in which case attendance is by invitation of the Committee only. Executive directors including the Chief Executive Officer shall not be entitled to attend meetings where they are conflicted for personal reasons.

- 4.4 Management shall only attend remuneration committee meetings at the invitation of the People and Culture Committee.
- 4.5 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and all other members of the Board.
- 4.6 Meetings shall be held not less than three times per year having regard to the occurrence of Board vacancies (actual or anticipated) and when director and executive remunerations are due for review in accordance with the company's remuneration policies. Any member of the Committee, or the Chief Executive Officer, may request a meeting at any time if they consider it necessary.
- 4.7 Meetings may be held in person or by telephone or video conference or in any other manner that the Committee agrees.

## 5. Responsibilities

Subject to the limitations on the Committee's authorities contained in paragraph 6, the responsibilities of the Committee are as follows:

### 5.1 Board matters

- To identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- More specifically, to make recommendations to the Board with respect to:
  - The re-appointment of any director at the conclusion of their specified term of office;
  - The re-election by shareholders of any director under the retirement by rotation provisions in the company's constitution;
  - The degree of independence of any director having regard to the non-exhaustive factors described in the NZX Corporate Governance Code, and
  - Any other matters relating to the continuation in office of any director at any time.
- Before recommending an appointment, evaluate the balance of skills, knowledge and experience on the Board and, in the light of the evaluation, determine the role and capabilities required for the appointment;
- To formulate and recommend Board succession plans, taking into account the challenges and opportunities facing the company and the skills and expertise accordingly required on the Board in the future;
- To regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board regarding any changes;
- To consider such other matters relating to Board nomination or succession issues as may be referred to it by the Board;
- To make recommendations to the Board on director remuneration. Such components shall include base fees, supplemental fees for undertaking additional duties, reimbursable expenses, entitlements on retirement from or termination of board membership, and all other benefits and entitlements arising from their directorships; and
- Overseeing the process of the Board's annual performance self-assessment and the performance of directors.

## 5.2 Remuneration

- Setting and reviewing the remuneration policies and practices of the company;
- Setting and reviewing the terms of the company's short and long term incentive plans including any share and options schemes for employees and/or directors; and
- Setting and reviewing the terms of the company's superannuation and/or pension schemes (if any).

## 5.3 Chief Executive and Executive Team

- Make recommendations to the Board on CEO competencies and processes for the recruitment and appointment of the CEO.
- Setting and reviewing, in accordance with the company's remuneration policies and practices, all components of the remuneration of the Chief Executive Officer and the members of the executive team as the Board may from time to time determine. The components may include base salary, reimbursable expenses, bonuses, entitlements under employee incentive plans, company share schemes and company option schemes, and all other entitlements and benefits arising from their employment. It will also include annual performance metrics for the CEO and executive team. The remuneration and performance metrics of the executive team is subject to prior recommendation from the Chief Executive Officer;
- Setting and reviewing, as appropriate, the terms of employment contracts for the personnel just referred to.

## 5.4 Leadership and Culture

- Monitor and review Summerset's people strategies and processes with a specific focus on culture, leadership and capability, succession, employee development, inclusion, diversity and engagement.
- To keep under review the leadership requirements of the company, both non-executive and executive, with a view to ensuring the continued ability of the company to compete efficiently in the marketplace.
- Monitor key risks as they relate to Summerset's people.
- Considering such other matters as may be referred to the Committee by the Board.

## 6. Authorities

- 6.1 The Committee will make recommendations to the Board on all matters requiring a decision. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.
- 6.2 The Committee is authorised by the Board, at the expense of the company, to consult with such outside services including the Institute of Directors Board Appointment Service, executive search consultants, market surveys and reports and other outside sources/advisers of information and advice, as it considers necessary for carrying out its responsibilities. If executive and director remuneration consultants are used, they shall be independent and must sign a declaration to the Committee confirming this. "Independent" in this context means that the consultant must not have been subjected to any influence from management, any board member or any other party in relation to the services provided or the outcomes of those services.

## **7. Review of the Committee**

- 7.1 The Committee will undertake an annual self-review of its objectives and responsibilities and the extent to which they have been achieved and/or discharged. Such objectives and responsibilities and their attainment will also be reviewed by the Board and any other person the Board considers appropriate.

## **8. Reporting Procedures**

- 8.1 The proceedings of all meetings will be minuted. Minutes are to be tabled at the next Board meeting.
- 8.2 After each meeting the Chairman will report the Committee's recommendations and findings to the Board.
- 8.3 The minutes of all Committee meetings will be circulated to all members of the Board and extracts from the minutes will be made available to the General Manager of Human Resources, and to such other persons as the Board directs.
- 8.4 The Committee chair will present an annual report to the Board summarising the Committee's activities during the year and any related significant results and findings.