

People, Remuneration and Nomination Committee Charter

June 2018

1. Purpose of Charter

The Board of Directors has established a People, Remuneration & Nomination Committee (Committee). The Committee is a committee of the Board of the Company established to assist in fulfilling its responsibilities in relation to people management and remuneration policies for WSA Co and its subsidiaries (if any), and the nomination responsibilities for the Board.

2. Authority of the Committee

2.1 Access to Information

The Committee may obtain any information it requires, interview Management (with or without other Management present) and seek advice from and appoint external advisors as it considers necessary or appropriate to enable it to properly discharge its responsibilities. The Committee may meet with external advisors without Management being present.

The Company will provide the Committee with the necessary resources for payment of any professional or other advisers it engages to assist it in the discharge of its responsibilities and the administrative expenses incurred in carrying out its duties.

2.2 Reporting to the Board

The Committee will regularly update the Board on its activities and make recommendations to the Board, as appropriate.

The Chairperson of the Committee will report to the Board at the next Board meeting following a meeting of the Committee on any matters the Committee considers should be brought to the attention of the Board.

3. Membership

3.1 Term of Appointment

Committee members are appointed for a term that coincides with the member's term of appointment as a Director or any lesser period that coincides with the termination of the Committee or following changes to the composition of the Committee (as determined by the Board). Existing members may be re-appointed.

3.2 Composition of Committee

The Committee comprises¹:

- (a) A majority of independent Non-Executive Directors.
- (b) At least three members.

¹ Recommendation 4.2 ASX Corporate Governance Principles and Recommendations

The Chairperson of the Committee is to be selected by the Board and shall be an independent Non-Executive Director.

3.3 Review of Composition of the Committee

Membership of the Committee will be reviewed periodically (and at least every three years) by the Board with the aim of ensuring an appropriate balance between continuity of membership, the contribution of fresh perspectives and a suitable mix of qualifications, knowledge, skills and experience.²

3.4 Induction and Training

The Committee will adopt and maintain a program of induction, training and awareness-raising for its members, with the objective of enabling the Committee to keep abreast of contemporary developments and leading practices in relation to its functions.

4. Roles and Responsibilities

Specific roles and responsibilities of the Committee include (but are not limited) to the following:

4.1 Nomination to the Board

- (a) Inform Shareholder Ministers of any upcoming vacancy on the Board and provide recommendations to Shareholder Ministers on Board composition and skills, in accordance with *RMG-126 Commonwealth Government Business Enterprise Governance and Oversight Guidelines*.
- (b) Oversee Director succession planning.
- (c) Oversee Board induction and provision of appropriate training and development opportunities for Directors.
- (d) Ensure appropriate Director duties, skills and education for the Committee and Board.
- (e) Conduct a Board effectiveness review periodically (and at least every two years) which will form the basis of a submission to Shareholder Ministers.
- (f) Liaise with the Remuneration Tribunal regarding Director fees as required.
- (g) Appoint external advisors as necessary.

4.2 Performance of Directors

- (a) Annually review the performance of the CEO.
- (b) Establish processes for evaluating the performance of the Board, both collectively and individually.
- (c) Annually evaluate the performance of the Board, both collectively and individually (noting that a Member of the Committee must not participate in any review or assessment of their own performance).

² ANAO Guidance

- (d) Regularly review the time required from Non-Executive Directors to perform their functions and assess whether they are satisfying time requirements.
- (e) Develop continuing education programs for Directors.

4.3 Remuneration

- (a) Oversee remuneration strategy, including remuneration reviews, remuneration levels, incentive policies, remuneration practices and external perceptions (including the need for an appropriate level of transparency) regarding remuneration, noting WSA is Government owned.
- (b) Review and approve remuneration, incentive and benefit policies, practices and arrangements for WSA Co, in line with determinations made by the Remuneration Tribunal.
- (c) Approve remuneration arrangements for the CEO and with advice from the CEO the CEO's direct reports.
- (d) Approve the Remuneration Report for inclusion in WSA Co's Annual Report, in accordance with the relevant obligations under the Corporations Act and GBE Guidelines.
- (e) The Committee does not have authority to change the capital structure of the organisation without approval from the Board.

4.4 People Management

- (a) Review and have oversight of the recruitment, retention and termination policies and practices.
- (b) Review Company talent and workforce planning approach.
- (c) Oversee the Company's employment relations approach.
- (d) Oversee Executive succession planning.
- (e) Oversee learning, development and leadership approach for WSA Co.
- (f) Oversee culture, engagement, diversity and equal opportunity of WSA Co.
- (g) Monitor people-systems and compliance.
- (h) Ensure an effective performance system for the CEO and direct reports.

5. Meetings

5.1 Frequency of Meetings

- (a) The Committee will meet as required and at least four times per year.
- (b) Any member of the Committee or the Company Secretary may request the Chairperson of the Committee convene an additional meeting when required.
- (c) 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 at the same time. A Member who is not physically present but participating by technological means is taken to be present.

5.2 Attendance at Meetings

- (a) All Committee members are expected to attend each meeting, in person or via tele-or video-conference or other technological means.
- (b) The Company Secretary (or designated individual) should attend all meetings of the Committee.
- (c) Any member of the Committee may request the Chairperson of the Committee arrange the attendance of any person, including members of the Board, Management, other Company employees or external advisers, at a meeting of the Committee.
- (d) Committee Members may meet without the presence of Management prior to Committee meetings.

5.3 Planning

The Committee will develop and maintain a forward meeting schedule that includes the dates, location, and proposed agenda items for each meeting for the forthcoming year, and that covers all the responsibilities outlined in this Charter.

5.4 Quorum

A quorum will consist of a majority of Committee members. The quorum must be in attendance at all times during the meeting.

5.5 Agenda, Meeting Papers and Minutes

- (a) The meeting agenda for each meeting will be approved by the Chairperson and will be circulated by the Company secretary along with the meeting papers at least one week before the meeting.
- (b) The minutes of the meeting will be prepared by the Company secretary, reviewed by the Chairperson and circulated within two weeks of the meeting to each member of the Committee.
- (c) Minutes should accurately record the resolutions of the Committee, key reasons for those decisions (where appropriate) and actions arising.
- (d) The minutes should include or be accompanied by an action list that includes accountabilities and the nature and timing of subsequent reporting. The action list will be prepared by the company secretary, approved by the Chair and circulated to each member of the Committee with the minutes of the meeting.
- (e) Reports and other papers of the Committee will be made available to all Directors on request where this is consistent with the Conflicts of Interest section of the Board Charter and the Company's Conflict of Interest and Related Party Transaction Policy.

5.6 Decisions

At a Committee meeting:

- (a) all decisions will be by majority vote of the members of the Committee in attendance; and
- (b) persons attending a meeting of the Committee who are not members are not entitled to vote on resolutions.

6. Review of Charter

The Committee will review this Charter annually prior to 1 December.³ This review will include consultation with the Board.

Any substantive changes to the charter will be recommended by the Committee and formally approved by resolution of the Board.

7. Review of Performance

The Committee will annually review the performance of the Committee and the Board will be informed of the outcomes of the review at the next available Board meeting following completion of the review.

8. Approved and Adopted

This Charter was approved by the Board on 12 June 2018

This Charter was adopted by the Committee effective from the date of Board approval on 12 June 2018.

Signed

Date

Chairperson of the People, Remuneration & Nomination Committee of the Board of Directors of WSA Co Limited

Document Owner	General Counsel and Company Secretary
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