



MyState Limited

Group People and Remuneration Committee Charter

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Index

1. Purpose.....	2
2. Delegations to the Committee	2
3. Committee Composition	2
4. Committee Governance.....	2
5. Responsibilities of the Committee.....	2

1. Purpose

The Group People and Remuneration Committee (GPC) is appointed by the Board of Directors of MyState Limited and performs the functions outlined in this Charter, for all entities in the MyState Limited Group.

The reference to the Board in the Charter means the Board of MYS and/or the Board of each entity referred to above.

2. Delegations to the Committee

The role of the GPC is to assist the Board in fulfilling its responsibilities with respect to remuneration governance and provide oversight to support the company in achieving its human resource goals.

This includes the development of people management practices which assist MyState to sustain a workforce which is strongly aligned with the desired organisational culture of MyState, the capability to achieve MyState's strategic priorities and meet its legal and regulatory requirements.

To assist the Committee in fulfilling its responsibilities the Committee may obtain information, interview management, and seek advice from external consultants or specialists where the Committee considers that necessary or appropriate.

3. Committee Composition

Refer to the Board Committee Standing procedures.

4. Committee Governance

Refer to the Board Committee Standing Procedures.

5. Responsibilities of the Committee

The duties and responsibilities of the GPC are as follows:

- Review and make recommendations to the Board in relation to the remuneration and contractual arrangements of:
 - Board Members;
 - Managing Director and Chief Executive Officer (MD & CEO) and other senior executives who are direct reports of the CEO (Executive);
 - Accountable Persons in addition to Board and Executive

The need for shareholder approval where required is noted.

- Conduct regular reviews of, and make recommendations to the Board on, the Remuneration Policy. This must include an assessment of the Remuneration Policy's effectiveness and compliance with the requirements of Prudential Standard CPS 510 and the Banking Executive Accountability Regime (BEAR).
- Make annual recommendations to the Board on the remuneration of:
 - The MD & CEO;
 - The Executive;
 - Accountable Persons in addition to the Board and Executive; and
 - Any other person specified in CPS 510 and any employee whose activities are considered by the GPC to have the potential to materially affect the financial performance of the Group.
- Provide oversight of the implementation of the remuneration framework, including receiving reports to monitor remuneration outcomes.
- Approve the aggregate STI payment for Senior Managers on the recommendation of the Managing Director.
- Review and make recommendations to the Board in relation to structure, compliance, eligibility and approval of final reward for Incentive and Share programs, taking into account both financial and non-financial risk management implications of variable remuneration setting and outcomes, consulting with the Chair of the Group Audit Committee, and the Chair of the Group Risk Committee as appropriate. Such programs include:
 - Executive Long Term Incentive Program (ELTIP);
 - Executive Short Term Incentive (STI);
 - Employee Share Plan (ESP); and
 - Enterprise Agreement Company Performance Bonus.
- Monitor the Group's pay equity position both generally and in relation to gender including actions to identify and rectify any unjustified gaps.
- Review the annual Remuneration Report for inclusion in the Annual Report and recommend its adoption to the Board.

- Monitor and make recommendations to the Board with respect to key people initiatives that are strategic enablers such as organisational culture and employee engagement. Activities and outcomes that relate to these initiatives will align with and advance organisational priorities, reflect contemporary employee relations practice, and contribute to enhancing the employee experience.
- Approve the enterprise bargaining strategy giving consideration to future workforce requirements, financial performance, and sound workplace relations requirements including compliance with regulatory standards.
- Provide oversight to see that management has effective programs in place to build employee capability for strategic execution and also support current business operations. This includes a review of the Group's succession plan (noting that this report is also of interest to the Group Risk Committee)
- Demonstrate commitment to an inclusive culture by assuming primary responsibility for the formulation and oversight of the Diversity Policy (noting the Group Nominations and Corporate Governance Committee's responsibility to oversight Board diversity reporting in accordance with the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*).
- Review and make recommendations to the Board with respect to policy and procedure including the Code of Conduct and other policies relating to ethical conduct.
- Monitor workplace health and safety, overseeing that management has effective programs in place to provide a safe and healthy work environment and promote employee wellbeing.
- Monitor changes in the regulatory environment and community expectations as they relate to remuneration and workplace practices. Oversee compliance with relevant Group Policies and legal requirements of employment, including:
 - Workplace Health and Safety;
 - Anti-Discrimination;
 - Fair Work;
 - BEAR; and
 - Workplace Gender Equality