



MyState Limited

Group People and Remuneration Committee Charter

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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 with strong cultural attributes, the capability to achieve strategic priorities and meet its legal and regulatory requirements.

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 remuneration and contractual arrangements of:
 - Board Members.
 - Managing Director and Chief Executive Officer (MD & CEO) and other senior executives (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, any other person specified in CPS 510 and any employee whose activities are considered by the GPC to have the potential to affect the financial soundness of the Company.
- 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 risk management implications of variable remuneration settings and outcomes. Such programs include:
 - Executive Long Term Incentive Program (ELTIP);
 - Executive Short Term Incentive (STI);
 - Employee Share Plan (ESP); and
 - Enterprise Agreement Company Performance Bonus.
- 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 organisational health as it relates to strategic enablers such as organisational culture and employee engagement. Activities and outcomes that relate to these drivers will align with organisational priorities and contemporary employee relations practice.
- Approve the enterprise bargaining strategy giving consideration to future workforce requirements and sound industrial relations requirements including compliance with regulatory standards.
- Oversight that management has programs in place to build capability for strategic execution and also support current business operations. This includes a review of the Company's succession plan (noting that this report is also of interest to the Group Risk Committee)
- Demonstrate commitment to an inclusive culture assuming primary responsibility for the formulation and oversight of the Diversity Policy (noting the Group Nominations and Corporate Governance Committee's obligations under the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* to ensure Board diversity).
- 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 changes in the regulatory environment and community expectations as they relate to remuneration and workforce practices. Maintain compliance with relevant Company Policies and legal requirements of employment, including:
 - Workplace Health and Safety;
 - Anti Discrimination;
 - Fair Work;
 - BEAR; and
 - Workplace Gender Equality