

AUSTRALIAN PAYMENTS PLUS LTD TALENT AND REWARD COMMITTEE CHARTER

1. PURPOSE OF CHARTER

The **Charter** sets out the role, functions, structures and processes of the Talent and Reward Committee (Committee) of Australian Payments Plus Ltd (**Company** or **AP+**).

2. COMMITTEE OBJECTIVES

The objectives of the Committee are to assist and advise the Board of the Company:

- on matters relating to the Company's governance framework as it relates to the promotion of a productive, ethical and safe work culture, which respects diversity and supports the achievement of the Company's strategy;
- on matters relating to recruitment, remuneration, safety, culture, retention, succession and termination issues for the Company's Chief Executive Officer, the CEO's direct reports and other senior executives including the most senior risk professional, should they not be a part of the executive leadership team
- advising and assisting the Board and its committees to perform at the highest standards; and
- on matters relating to the appointment, remuneration and succession of the Chair and Independent Directors.

3. ROLE OF THE COMMITTEE

3.1 Nomination

The Committee is established to assist in the nomination of both Representative Directors and Independent Directors. The Board composition consists of 9 Representative Directors and 4 Independent Directors.

The Committee assists and advises the Board on:

- (a) the appointment and re-election of Independent Directors, and the eligibility of Representative Directors;
- (b) the development and implementation of a process for evaluating the performance of the Board, its committees and Independent and Representative Directors;
- (c) the appropriate mix of skills and competencies for the future needs of the Company;
- (d) the process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment; and
- (e) ensuring there are plans in place to manage the succession of the Chair, CEO and other senior executives.

3.2 Remuneration

The Committee is responsible for developing, reviewing and making recommendations to the Board on:

- (i) **(Directors' fees)** AP+'s remuneration framework for Directors;
- (ii) **(senior executives)** the remuneration packages to be awarded to senior executives;

- (iii) (**policies**) AP's recruitment, retention and termination policies generally and also for the CEO and senior executives and any changes to those policies;
- (v) (**incentive schemes**) incentive schemes, if appropriate, for the CEO and senior executives; and
- (vi) (**superannuation**) superannuation arrangements for Directors, senior executives and other employees.

The Committee is also responsible for monitoring and providing input to the Board regarding:

- (i) (**updates**) legislative, regulatory or market developments likely to have a significant impact on AP+ and legislative compliance in employment issues;
- (ii) (**trends**) the remuneration trends across AP+, including
 - (A) the trends in base pay for senior management relative to that of all AP+ employees; and
 - (B) remuneration by gender and other characteristics; and
- (iii) (**benefits**) major changes to employee benefits structures in AP+;

These policies and practices are designed to:

- (a) enable AP+ to attract, retain and motivate Directors, executives and employees who will create value for investors within an appropriate risk management framework, by providing remuneration packages that are equitable and externally competitive;
- (b) be fair and appropriate having regard to the performance of AP+ and the relevant Director, executive or employee; and
- (c) comply with relevant legal requirements.

3.3 Compliance

The Committee will ensure that processes are in place to monitor that all applicable governance, accounting, and legal requirements regarding employment issues are complied with.

3.4 Performance

The Committee will make recommendations to the Board regarding the process for evaluating performance of the CEO, the Board, its committees, and the Directors individually.

4. DELEGATION

The Committee may establish a Sub-committee of Independent Directors, or seek external advice as required from time to time, to support the performance of its functions.

5. MEMBERSHIP

5.1 Composition

The CEO should not be a Member, but should attend by invitation any meeting, or part thereof, if needed to contribute pertinent insights and information in accordance with paragraph 8.4 of this Charter.

5.2 Chair

The chair of the Committee must be an Independent Director but may not be the chair of the Board. The chair of the Committee is appointed by the Board.

5.3 Secretary

The company secretary is the secretary of the Committee.

6. COMMITTEE MEETINGS AND PROCESS

6.1 Meetings

Meetings and proceedings of the Committee are governed by the Board Charter and the provisions in AP+'s constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this Charter.

6.2 Frequency and calling of meetings

The Committee will meet as frequently as required to perform its functions, but not less than quarterly. The chair must call a meeting of the Committee if requested by any Member, the external auditor, the internal auditor or the chair of the Board.

At the end of each reporting period, the Board will disclose the number of times the Committee met throughout that reporting period and the individual attendance of each Member at those meetings.

6.3 Quorum

A majority of Members constitutes a quorum for meetings of the Committee.

6.4 Attendance by management and advisers

The Committee chair may invite the CEO, CFO, other senior executives, Directors who are not members of the Committee and external advisers to attend meetings of the Committee.

6.5 Conflicts

No Member will participate in the determination of their own remuneration or the specific remuneration policies that are applicable to them.

Committee members will be invited to disclose conflicts of interests at the commencement of each meeting.

7. COMMITTEE'S PERFORMANCE EVALUATION

The Committee will review its performance at least annually, or earlier if circumstances dictate, and whenever there are major changes to the management structure of AP+.

The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this Charter.

Members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

8. REVIEW

This Charter will be reviewed at least annually, or otherwise as necessary or desirable, to check that it is consistent with the Committee's authority, objectives and responsibilities and whether any changes are required to the Charter.