



People, Culture & Governance Committee Charter

May 2025

Contents

1. PURPOSE	2
2. ROLE AND RESPONSIBILITIES	2
3. COMMITTEE MEMBERSHIP	3
4. MEETINGS	3
5. AUTHORITY	4
6. REPORTING	4
7. EVALUATION AND REVIEW	4
8. REVIEW AND PUBLICATION OF COMMITTEE CHARTER	5
9. DOCUMENT CONTROL	6

1. PURPOSE

This Charter sets out the role, composition, procedures and authority of the People, Culture & Governance Committee ("Committee") of Steadfast Group Ltd ("SGL").

2. ROLE AND RESPONSIBILITIES

The role and responsibilities of the Committee are to review the policies and processes, and following discussions with the MD & CEO, make recommendations to the Board in relation to:

- (a) New director induction process;
- (b) Culture strategy and reporting;
- (c) Executive and staff development;
- (d) Executive succession planning (other than the MD & CEO, for those members of the executive team who participate in the STI and LTI;
- (e) Executive development and succession planning for CEOs of the 10 largest businesses;
- (f) People strategy and reporting including engagement scores;
- (g) Workplace health and safety strategy and reporting;
- (h) ESG strategy and framework;
- (i) Corporate governance statement;
- (k) Governance including subsidiary board governance;
- (l) Modern slavery statement;
- (m) Gender targets, where appropriate, for consideration by the Board;
- (n) Diversity and inclusion including objectives, targets and initiatives and annual report on diversity;
- (o) Code of Conduct and whistleblowing procedures;
- (p) Corporate governance policies;
- (q) People policies;
- (r) Reconciliation action plan; and
- (s) a review of the Committee Charter to ensure that it remains consistent with Board objectives, responsibilities and relevant standards of corporate governance.

3. COMMITTEE MEMBERSHIP

The Committee will comprise of at least three Directors of the Board (the majority of who are independent) and the MD & CEO. The Chair of the Committee will be an independent Non-executive Director of the Board but not the Group Chair. The Board will also determine the period for which they hold office. The Group Chair will be invited to attend all Committee meetings.

4. MEETINGS

4.1 Quorum

- (a) Two members of the Committee will constitute a quorum.
- (b) A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4.2 Frequency

The Committee will usually meet not less than three times a year and at such other times as the Chair of the Committee or the Group Chair will require.

4.3 Notice of Meetings

- (a) Meetings of the Committee will be called by the Company Secretary or at the request of any Committee member.
- (b) Unless otherwise agreed, notice of each meeting of the Committee confirming the venue, time and date, together with the agenda or items to be discussed, will be sent to each member of the Committee and any other person required to attend, no less than five business days prior to the date of the meeting.
- (c) The Group Chair of the Board will have the right to address any meeting of the Committee. Others may be called upon or permitted to speak by prior arrangement with the Chair of the Committee.

4.4 Minutes of Meetings

- (a) The Company Secretary will minute Committee meetings, including the names of those in attendance.
- (b) Minutes of Committee Meetings will be circulated to all members of the Committee.
- (c) All decisions of the Committee by way of review, recommendation or evaluation must be properly and accurately recorded in the minutes.

4.5 Other

If the Chair of the Committee is unable to act due to absence, illness or any other cause, the Chair of the Committee may appoint another Committee member to act as the Chair of the meeting.

5. AUTHORITY

- (a) With prior notice being given to the MD & CEO, otherwise the Group Chair, the Committee is authorised by the Board to seek any information it requires from any employee of SGL in order to perform its roles and responsibilities.
- (b) In connection with and fulfilment of its duties and with the consent of the Group Chair, the Committee is duly authorised by the Board to:
 - (i) engage at SGL's expense, any outside legal or other third party to provide advice, reports or surveys and will be authorised to do so in a manner that ensures the engagement is independent; and
 - (ii) secure the attendance of external advisers at its meetings.
- (c) The Committee will ensure that there are proper procedures to manage actual or potential conflicts of interest arising in relation to advisers.

6. REPORTING

The Committee will regularly update the Board about matters relevant to the Committee's role and responsibilities and make appropriate recommendations to the Board.

7. EVALUATION AND REVIEW

The Committee will:

- (a) evaluate its own performance (both of individual members and collectively) on an annual basis having regard to its functions, roles, responsibilities and work to determine whether it is functioning effectively and has discharged its responsibilities as set out in this Charter. The results of this evaluation will be reported to the Board; and
- (b) obtain feedback from the Board on the effectiveness of the Committee.

8. REVIEW AND PUBLICATION OF COMMITTEE CHARTER

The Committee will usually review the Charter annually and discuss any required changes with the Board. The Board may, in its discretion, adjust or exclude a specific requirement of this Charter from time to time, either generally or on a case by case basis. This Charter may be amended, ceased or replaced, by resolution of the Board.

This Charter will be available on SGL's website. Key features will be published in the corporate governance statement.

May 2025

Document Control

Fact Sheet

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