



# People and Performance Committee Charter

---

**Deterra Royalties Limited**

**ACN 641 743 348**

Adopted by the Board on 13 October 2022

## 1 Introduction

---

- (a) The Board of directors (**Board**) of Deterra Royalties Limited (the **Company**) has established a People and Performance Committee (the **Committee**).
- (b) This Charter sets out the specific responsibilities delegated by the Board to the Committee and the Committee's objectives, authority, responsibilities, composition and operation.

## 2 Standing Rules

---

The Board Committee Standing Rules apply to the People and Performance Committee and are incorporated into this Charter, save as expressly varied by this Charter.

## 3 Role and Responsibilities

---

### 3.1 Overview

- (a) The overall purpose of the Committee is to assist the Board by:
  - (1) overseeing the Company's overall remuneration strategy and its application to the non-executive directors, executive KMP and employees as a whole;
  - (2) overseeing succession planning for the Chief Executive Officer (**CEO**) and other Executive KMP;
  - (3) overseeing the Company's diversity strategy, policy and practices and Codes of Conduct; and
  - (4) preparing the Remuneration Report and liaising with key external stakeholders on remuneration.

### 3.2 Remuneration and people

The responsibilities of the Committee include:

#### **Remuneration Strategy**

- (a) ensuring the Company's remuneration framework, policies and practices support the Company's strategic objectives and long-term financial soundness and promotes behaviours that align with its purpose, values and risk appetite;
- (b) monitoring the development of key strategies and remuneration policies aimed at improving the organisation's culture, executive development, succession and career planning practices;
- (c) in consultation with the CEO, recommending to the Board for approval the annual remuneration review applying generally across the Company;

- (d) reviewing remuneration by gender and approving strategies or changes to address any pay bias;
- (e) reviewing major changes and developments in the Company's:
  - (1) remuneration policies, superannuation arrangements, employment practices and industrial relations strategies; and
  - (2) remuneration, recruitment, retention and termination policies and procedures;

#### **Executive KMP**

- (f) recommending to the Board for approval, the remuneration arrangements, terms of employment and other benefits for the CEO and other executive KMP reporting to the CEO;  
this includes annual review and recommendations on:
  - base pay;
  - short term incentive arrangements;
  - long term incentive arrangements; and
  - any other arrangements;
- (g) evaluating the performance of the CEO and reviewing the CEO's evaluation of the performance of Executive KMP reporting to the CEO which includes the performance measures in the short term and long term and any other arrangements and making recommendations to the Board;

#### **Other employees**

- (h) reviewing the remuneration arrangements for employees other than executive KMP as a whole annually and providing guidance to the CEO in respect of:
  - base pay;
  - short term incentive arrangements;
  - long term incentive arrangements; and
  - any other arrangements;

#### **Non-executive directors**

- (i) reviewing and recommending to the Board the remuneration arrangements for the Chair and the non-executive directors, including fees, travel and other benefits;

#### **Succession planning for Executive KMP**

- (j) reviewing succession plans for the CEO and Executive KMP and identifying potential candidates; and
- (k) undertaking appropriate checks in the selection of the Chief Executive Officer (CEO);

### **Remuneration communication**

- (l) overseeing the preparation of the Remuneration Report and making recommendations to the Board as to its adoption in the annual Directors' Report;
- (m) reviewing and facilitating shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices; and
- (n) approving the appointment of remuneration consultants for the purposes of the Corporations Act 2001, and ensuring any advice obtained is provided directly to the Committee.

## **3.3 Code of Conduct and equal opportunity**

The responsibilities of the Committee include:

- (a) reviewing the Company's compliance with equal employment opportunity and anti-discrimination legislation; and
- (b) monitoring compliance with the Company's Codes of Conduct and receiving information regarding any material breaches of the Code and actions taken by management in relation to such breaches.

## **3.4 Diversity**

The responsibilities of the Committee include, on an annual basis:

- (a) approving the Company's measurable diversity objectives with regard to the composition of the Board, 'senior executives' and the workforce generally;
- (b) assessing both the objectives and the Company's progress against them, including considering the results of any gender pay equity audits undertaken during the year, and approving any changes to the diversity objectives or strategies;
- (c) submitting a report to the Board that outlines the Committee's findings, including an assessment of the respective proportions of men and women on the Board, in 'senior executive' positions and across the whole workforce, with a description of how the Committee recommends that the Board defines 'senior executive' for this purpose.