

PEOPLE & CULTURE COMMITTEE CHARTER



1. INTRODUCTION

1.1 Appointment

The People and Culture Committee (**Committee**) is appointed by the board of directors (**Board**) of Southern Cross Media Group Limited (**SCA**) to assist the Board in discharging its oversight responsibilities.

1.2 Delegation of authority

This charter sets out the authority delegated by the Board to the Committee under clause 12.19 of SCA's constitution and details the manner in which the Committee will operate.

2. OBJECTIVES

The objectives of the Committee are to assist the Board in its oversight of management activities in:

- (a) developing and implementing strategies aimed at improving the organisation's culture and diversity, consistent with the organisation's values;
- (b) undertaking executive development, succession and talent management programs and activities;
- (c) promoting a healthy and safe working culture for SCA's employees, contractors, audience members, clients and visitors;
- (d) providing effective remuneration policies aligned with creation of value for shareholders, and having regard to applicable governance, legal and regulatory requirements and industry standards;
- (e) reporting to shareholders and other stakeholders according to applicable standards.

3. DUTIES AND RESPONSIBILITIES

3.1 Culture and diversity

- (a) The Committee is responsible for reviewing and, if appropriate, making recommendations to the Board on the appropriateness and effectiveness of SCA's human resources policies including their compliance with applicable governance, legal and regulatory requirements and industry standards. This includes:
 - (i) safety, attrition, employee engagement, diversity (in all its dimensions) and other key measures of workplace culture; and
 - (ii) SCA's reporting to the Workplace Gender Equality Agency.

- (b) With respect to diversity, the Committee will:
 - (i) review and monitor the effectiveness of SCA's strategies, programs and initiatives:
 - (A) to foster diversity and meet SCA's particular needs; and
 - (B) to ensure that diversity, equity, inclusion, and belonging is a factor considered in selection and appointment of employees and contractors; and
 - (ii) set SCA's measurable objectives for achieving gender diversity and annually review those objectives and SCA's progress towards achieving them, liaising with the Nomination Committee where these objectives relate to the composition of the Board.

3.2 Remuneration

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

- (a) the remuneration framework, policies and practices for executives and other employees to ensure that they:
 - (i) attract and motivate executives and employees to pursue SCA's long term growth;
 - (ii) demonstrate a clear relationship between executive performance and investor value; and
 - (iii) are reasonable and fair (including by supporting gender pay equity), having regard to good governance practices and legal requirements;
- (b) the total level of remuneration of non-executive directors and the individual fees for the Chair and other non-executive directors, including any fees payable for participation on Board committees;
- (c) the remuneration packages of the CEO, other key management personnel, and the CEO's other direct executive reports, including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to attract and retain a highly motivated and professional executives;
- (d) SCA's equity-based incentive schemes including consideration of performance thresholds and regulatory and market requirements;
- (e) SCA's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and
- (f) SCA's remuneration reporting in its financial statements and remuneration report, in relation to which the Committee will liaise with the Audit & Risk Committee.

3.3 CEO performance

The Committee will assist the Board in its annual evaluation of the performance of the CEO.

4. COMPOSITION

4.1 Minimum number of members

The Committee will comprise at least three members, a majority of whom are independent non-executive directors.

4.2 Board to determine members

The Board will select and appoint members of the Committee.

4.3 Chair

The Committee will appoint one of its members as the Committee chair. The Committee chair must be an independent non-executive director who is not the Chair of the Board.

5. MEETINGS

5.1 Frequency

The Committee will meet at least twice a year, with additional meetings as required to fulfil its duties. In addition, the chair will call a meeting of the Committee if asked to do so by any Committee member or by another director.

5.2 Quorum

A quorum for a meeting of the Committee is two Committee members.

5.3 Decisions

Matters will be decided by a majority of votes of Committee members present at meetings. The chair does not have a casting vote.

5.4 Attendance by other directors

Each director may attend meetings of the Committee and have access to papers for or from any meeting but does not have voting rights (unless a Committee member). However, the Committee may require non-Committee members to withdraw from a meeting of the Committee when the Committee considers it appropriate to do so.

5.5 Attendance by others

The Committee may invite other people to attend its meetings as it considers appropriate.

5.6 Secretary

The company secretary will act as secretary of the Committee and will keep the minutes of the Committee's meetings which will be provided to all Committee members and the Board.

5.7 Reporting to Board

The chair of the Committee will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

6. ACCESS TO INFORMATION AND ADVICE

The Committee will have access to internal and external resources and may consult independent experts where it considers it appropriate, at SCA's cost.

6.1 Information from management

6.2 Independent advice

Committee members may obtain independent professional advice at SCA's cost, subject to first discussing the request with the Chair of the Board who will facilitate obtaining such advice and, where appropriate, will provide a copy of the advice to other directors.

6.3 Meetings with management

The Committee may at any time meet any member of management to discuss any matters that the Committee or any member of management considers should be discussed privately.

7. CHARTER REVIEW

The Committee will review this Charter every two years having regard to regulatory, community and investor requirements. The Committee will recommend any changes required to the Charter for approval by the Board.

Most recent review: 9 December 2022.