# PEOPLE, REMUNERATION & NOMINATIONS COMMITTEE CHARTER

Southern Cross Media Group Limited
ABN 91 116 024 536
Issue Date: August 2026
Status: Final

## 1.1 MEMBERSHIP

(a) The People, Remuneration & Nominations Committee (**Committee**) is a Committee of the Board of Directors (**Board**) of Southern Cross Media Group Limited (**Company**) established by the Board to assist the Board in discharging its oversight responsibilities in relation to people, culture, diversity, remuneration and nomination.

(b) Members of the Committee shall comprise at least three Non-executive Directors of the Company, a majority of whom must be independent.

(c) The Chair and members of the Committee are appointed by the Board and may be appointed for specific terms. The Board will have regard to the skills and experience relevant to the Committee's responsibilities when making appointments. Members may withdraw from membership by written notification to the Board.

(d) The Committee Chair must be an independent Non-executive Director who is not the Chair of the Board. In the absence of the Committee Chair, the Committee members must elect one of their number as Chair for that meeting.

(e) 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.

## 1.2 OBJECTIVE

The objective of the Committee is to support and advise the Board in fulfilling its responsibility to shareholders and other stakeholders to ensure that:

(a) The Board comprises individuals best able to discharge the responsibilities of Directors having regard to the law and the highest standards of governance, with an appropriate balance of skills, experience, expertise and diversity.

(b) The Company has remuneration policies and practices which enable it to attract and retain Directors and senior executives who will best contribute towards achieving positive outcomes for shareholders.

(c) The incentives for executive directors and other senior executives encourage them to pursue the growth and success of the Company over the short, medium and longer term, without rewarding conduct that is contrary to the Company's values or risk appetite.

(d) The incentives for Non-executive Directors do not conflict with their obligation to bring an independent judgement to matters before the Board.

(e) The Company has a rigorous and transparent process for developing its remuneration policy and for fixing the remuneration packages of Directors and senior executives, in light of the objective that the Company's remuneration framework is aligned with the Company's strategic objectives, values, purpose and risk appetite.

(f) The Company's culture and people strategies support an engaged, diverse and high-performing workforce consistent with the Company's values.

### 1.3 ROLE AND RESPONSIBILITIES – PEOPLE

The Committee's responsibilities in respect of people are:

(a) The Committee sets the measurable objectives for achieving gender diversity in the composition of the Board, the senior executives and the workforce generally and, on an annual basis, assesses the Company's progress in achieving those objectives, including through review of the Company's strategies, programs and initiatives to foster diversity and ensure that diversity, equity, inclusion and belonging is a factor considered in the selection and appointment of employees and contractors.

(b) Each year the Committee will review the proportion of men and women on the Board, in senior executive positions and across the whole organisation. The Committee will submit a report to the Board outlining its findings (including how "senior executive" has been defined for this purpose).

(c) The Committee is responsible for reviewing and, if appropriate, making recommendations to the Board on the appropriateness and effectiveness of the Company's human resources policies, including their compliance with applicable governance, legal and regulatory requirements and industry standards, covering safety, attrition, employee engagement, diversity and other key measures of workplace culture, and the Company's reporting to the Workplace Gender Equality Agency.

(d) The Committee reviews and advises on senior management succession planning and employee development policies to support the Company's strategic objectives and the continuity of leadership capability.

### 1.4 ROLE AND RESPONSIBILITIES – REMUNERATION

(a) The Committee recommends to the Board the remuneration and other conditions of service of the CEO and executive directors, if any.

(b) Make recommendations to the Board on remuneration of the MD&CEO and the awarding of any contracted bonuses.

(c) The Committee approves the remuneration, including incentives and other conditions of service, for Key Management Personnel (other than the CEO and any executive directors) and other executives reporting directly to the CEO.

(d) The Committee shall conduct reviews of, and monitor the implementation of, the Company's remuneration framework to confirm it:

  (i) encourages and sustains a culture aligned with the Company's values;

  (ii) supports the Company's strategic objectives and long-term financial soundness; and

  (iii) is aligned with the Company's risk management framework and risk appetite.

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

(i) the remuneration framework, policies and practices for executives and other employees to ensure that they attract and motivate executives and employees to pursue the Company's long-term growth, demonstrate a clear relationship between executive performance and long-term investor value, are aligned with the Company's strategic objectives, values, purpose, risk management framework and risk appetite, support the Company's long-term financial soundness, and are reasonable and fair (including by supporting gender pay equity);

(ii) 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, within the aggregate approved by shareholders in general meeting from time to time;

(iii) 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;

(iv) the Company's equity-based incentive schemes, including consideration of performance thresholds and regulatory and market requirements;

(v) the Company's superannuation arrangements and compliance with relevant laws and regulations; and

(vi) the Company's remuneration reporting in its financial statements and remuneration report, in relation to which the Committee will liaise with the Audit & Risk Committee.

(f) The Committee establishes the design of executive incentive plans (including equity-based plans) and approves whether offers are to be made under such plans in respect of a financial year, including any applicable performance hurdles and relevant award opportunities.

(g) The Committee reviews and recommends to the Board incentive outcomes for the CEO and other senior executives based on performance against applicable performance hurdles and other factors that the Committee determines to be relevant (including whether the Board should consider exercising any discretion).

(h) The Committee will ensure that risk behaviours and outcomes and any other relevant factors are reflected in the executive remuneration outcomes. No senior executive will be involved in deciding their own remuneration.

(i) The Committee will review and monitor compliance with the Company's policy on the hedging and/or margining of securities issued or to be issued under any equity incentive scheme, and recommend any changes to that policy to the Board for approval.

(j) The Committee approves the appointment of remuneration consultants for the purposes of the Corporations Act 2001 (Cth).

### 1.5 ROLE AND RESPONSIBILITIES – NOMINATION

As so requested by the Board, the Committee shall fulfil the following responsibilities in respect of its nomination function:

(a) Assist the Board as required to develop a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.

(b) Review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chair and CEO, having regard to the objective that the Board comprise Directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender.

(c) Review and recommend to the Board the criteria for Board membership, including assessment of necessary and desirable competencies of Board members. The Committee will have regard to the policy and procedure in relation to the selection and appointment of new directors attached to the Board Charter.

(d) Make recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves.

(e) Assist the Board as required to identify individuals who are qualified to become Board members (including in respect of executive Directors), having regard to: the skills, experience, expertise and personal qualities that will best complement Board effectiveness; the capability of the candidate to devote the necessary time or commitment to the role; diversity of members of the Board; and potential conflicts of interest and independence.

(f) Assist the Board as required in relation to the performance evaluation of the Board, its committees and individual Directors, and in developing and implementing plans for identifying, assessing and enhancing Director competencies.

## 1.6 ACCESS

(a) The Committee may invite any executive director, executive, other staff member or independent third party to attend all or part of a meeting of the Committee as it considers appropriate.

(b) The Committee will have full access to management and all relevant information, records and systems of the Company as required to fulfil its duties. The Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.

(c) Committee members may obtain independent professional advice at the Company'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 the other directors.

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

## 1.7 MEETINGS

(a) The Committee meets as often as required but on at least three occasions each year.

(b) Any Committee member may call a meeting of the Committee. The Committee Chair will call a meeting if asked to do so by any Committee member or by another director.

(c) The quorum for any meeting shall be at least two members.

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

(e) 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). The

Committee may require non-Committee members to withdraw from a meeting when the Committee considers it appropriate to do so.

## 1.8 REPORTING

(a) The Committee Chair will report to the Board after each Committee meeting on material matters arising and any recommendations for Board decision.

(b) Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and will be open at all times for inspection by any Director.

(c) All Directors will be permitted, within the Board meeting, to request information of the Chair of the Committee or members of the Committee.

## 1.9 CHARTER REVIEW

The Committee will review this Charter every two years, or more frequently if required by regulatory, legal or governance developments. The Committee will recommend any changes to the Charter for approval by the Board.

Charter approved in August 2026.