

Remuneration and Human Resources Committee Charter



1. Introduction

- 1.1 The Remuneration and Human Resources Committee (Committee) is a Committee of the Board of Directors of Asaleo Care Limited ACN 154 461 300 (Company and, together with its controlled entities, the Group).
- 1.2 The Company's Board of Directors (Board) established the Committee under the Company's Constitution.
- 1.3 This Charter sets out the scope of the Committee's responsibilities in relation to the Group.
- 1.4 Executives are the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and other CEO direct reports who are members of the Executive Leadership Team.

2. Objective

- 2.1 The objectives of the Committee are to assist the Board achieve its governance objectives by ensuring that the Company:
 - (a) has remuneration and human resources policies and practices to attract, motivate and retain Executives and Directors who will create value for shareholders;
 - (b) observes those policies and practices;
 - (c) fairly and responsibly rewards Executives having regard to the performance of the Group, the performance of the Executives and the general external pay environment; and
 - (d) has a human resources strategy, policies & practices which will assist the Company achieve its overall business objectives.

3. Committee composition

- 3.1 The Committee must comprise:
 - (a) at least three Directors;
 - (b) all must be Non-Executive Directors; and
 - (c) a majority must be independent Directors.
- 3.2 The Committee will appoint its Chairperson and Secretary. The Chairperson of the Committee must be an independent Director.
- 3.3 The Board will decide appointments, rotations and resignations within the Committee having regard to the ASX Listing Rules, the *Corporations Act 2001* (Cth) and the Company's Constitution.

4. Human Resources

- 4.1 The responsibilities of the Committee with respect to human resources are:

- (a) ensuring that the Company:
 - (i) has human resources policies and procedures that are aligned with the Group's overall business objectives including long term growth and creating shareholder value;
 - (ii) has and discloses a process for annually evaluating the performance of its senior executives; and
 - (iii) discloses in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with the process set out in clause 4.1(a)(i);
- (b) ensuring succession plans for Executives are in place; and
- (c) ensuring that the Company has a process for reviewing and amending as required the Company's policies, practices & procedures with respect to human resources to ensure they reflect good corporate governance practices and principles and are aligned with the Company's overall goals and objectives.
- (d) reviewing performance against diversity targets and objectives and the adequacy of the Company's policies and procedures to achieve these targets.
- (e) ensuring that in each reporting period there is appropriate disclosure of:
 - (i) measurable objectives for that period to achieve gender diversity,
 - (ii) Progress towards achieving those objectives, and
 - (iii) The respective proportions of men and women on the Board, in senior executive positions (including how this term is defined) and across the whole workforce.

5. Remuneration

5.1 The responsibilities of the Committee with respect to remuneration are:

- (a) ensuring Executive remuneration and incentive policies, practices and procedures are performance based and aligned with the Group's values, overall business objectives, as well as current market practice.
- (b) ensuring Executive remuneration and incentive policies and practices are designed to:
 - (i) motivate Executives to pursue the Group's short, medium and long-term growth and success;
 - (ii) demonstrate a clear relationship between the Group's overall performance and the performance of Executives;
 - (iii) align the interests of Executives with the creation of value for shareholders; and
 - (iv) be consistent with the Group's values of "Pride, Integrity, Courage".
- (c) reviewing Director and Executive remuneration and incentive policies and practices as required to ensure they are in line with relevant legislation and corporate governance principles, including the process by which any pool of Directors' fees approved by shareholders is allocated to Directors;
- (d) benchmarking Director and Executive remuneration and referencing incentive policies, practices and procedures against appropriate comparator companies.
- (e) reviewing actual total remuneration of the CEO and CFO and any changes thereto; each Executive Director's total remuneration having regard to executive remuneration and incentive policies;
- (f) determining if shareholder approval is needed for any change to remuneration of Directors or Executives;

- (g) reviewing, on the recommendation of the CEO, remuneration policies and practices and a framework for the total remuneration and terms of employment, and any subsequent changes thereto, of Executives;
 - (h) reviewing the design, structure and total proposed payments from any executive incentive plan any executive incentive plan, including any amendments thereto;
 - (i) reviewing the proposed award to each Executive under the rules of any executive incentive plan;
 - (j) monitoring the performance hurdles for any executive incentive plan;
 - (k) ensuring that if the Company has an executive incentive plan, the Company:
 - (i) has a policy which prohibits participants entering into transactions (whether through the use of derivatives or otherwise) that limit the economic risk of participating in the scheme; and
 - (ii) disclose that policy or a summary of it;
 - (l) reviewing the remuneration of Non-Executive Directors including committee fees (both individually and in total);
 - (m) reviewing superannuation arrangements for Directors (if applicable), Executives and other employees;
 - (n) assessing whether there is any gender or other inappropriate bias with respect to the remuneration for Directors, Senior Executives or other employees;
 - (o) preparing any relevant remuneration-related information, (including Remuneration Report), required in each Annual Report of the Company;
 - (p) ensuring that the Company complies with all disclosure obligations under the Corporations Act 2001 (Cth) in relation to any remuneration consultant engaged by the Committee;
- and making recommendations to the Board in relation to the matters above.

5.2 The Committee will approve the actual total remuneration of CEO direct reports (excluding CFO) and any changes thereto, taking account of relevant factors including CEO recommendations and external advice.

6. Committee meetings

- 6.1 The Committee will meet as often as it considers necessary, and at least twice a year.
- 6.2 The quorum for a Committee meeting is two Committee members.
- 6.3 Committee meetings may be held by any technological means allowing its members to participate in discussions and to view all relevant documents and materials, even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 6.4 The Committee may invite anyone it considers appropriate to attend Committee meetings.
- 6.5 The Committee must keep minutes of its meetings and shall provide these to the Board at its next scheduled meeting.
- 6.6 The Committee must disclose at the end of each reporting period the number of times that it met during the period and the individual attendances of its members at those meetings.

7. Access to information and independent advice

- 7.1 The Committee may seek any information that it considers necessary to fulfil its responsibilities.
- 7.2 The Committee has access to management to seek explanations and information from management.
- 7.3 The Committee may seek professional advice from appropriate external advisers, at the Company's cost.
- 7.4 The Committee may meet with external advisers without management being present.

8. Review and changes to this Charter

- 8.1 The Committee will review this Charter annually or as often as it considers necessary.
- 8.2 The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.

9. Approved and adopted

This Charter was amended, approved and adopted by the Board in December 2019.