People, Culture and Remuneration Committee Charter

McMillan Shakespeare Group

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1. Purpose

The Board of Directors (**the Board**) of McMillan Shakespeare Limited (**MMS**) is responsible for the overall governance of MMS and exercises its powers and discharges its duties in good faith and in the best interests of MMS. The People, Culture and Remuneration Committee (the **Committee**) is a committee of the Board of MMS and is subject to the control and direction of the Board.

This charter specifies the authority delegated to the Committee by the Board and sets out the role, responsibilities, membership and operation of the Committee.

2. Role of the Committee

The role of the Committee is to assist the Board in carrying out its corporate governance responsibilities and safeguard the interests of MMS. The Committee will review and have oversight of people, culture and remuneration matters and make recommendations to the Board.

The role of the Committee is to assist the Board in fulfilling certain responsibilities including that MMS:

a) has management programs in place including Senior Management succession and development planning, diversity, organisational culture and employee engagement;

b) has processes in place to evaluate the CEO and Executive Leadership Team (**ELT**) and address any issues that may emerge from the review;

c) has sound, rigorous and transparent remuneration policies and practices to attract and retain high quality directors and executives who will create value for MMS and align their interests with the creation of value for security holders;

d) has remuneration policies and practices:

   - that comply with relevant:
      - recommendations on remuneration; and
      - ASX Corporate Governance Principles and Recommendations;
   - that are aligned with industry benchmarks;

e) has remuneration policies and strategies that factor in risk behaviours in line with MMS' purpose, values, strategic objectives and risk appetite in remuneration and incentive schemes;

f) rewards executives fairly and responsibly having regard to the performance of MMS, the performance of the executive, and market pay conditions generally. It should not reward conduct that is contrary to MMS' values or risk appetite;

g) performance based remuneration is linked to clearly specified performance objectives; and

h) has responsibility for considering and recommending to the Board whether and how sustainability (including climate) related performance metrics and targets are aligned with remuneration.

3. Membership of the Committee

The membership of the Committee should consist of a minimum of three non-executive Directors, a majority of whom are independent Directors and be chaired by an independent Director.

Executive Directors shall not be entitled to be a member of the Committee but may be required to attend meetings to provide information and advice.

Membership shall be reviewed periodically and re-appointment to the Committee is not automatic. Appointments and resignations are decided by the Board.

4. Functions and Responsibilities

The Committee's primary role is to review and make recommendations to the Board on the following matters:

Directors

a) non-executive Director remuneration levels including the process by which the pool of Directors fees approved by shareholders is allocated to Directors.

Managing Director and Chief Executive Officer (CEO)

b) the performance of the Managing Director and CEO and any other executive Directors (on an annual basis);

c) recruitment, retention and termination policies for the CEO; and

d) plans to manage the succession and remuneration of the CEO and ELT.

ELT

e) Executive remuneration structures (including share plan, share options and other benefits) and service contracts for the CEO, ELT and any other employee who may be invited to participate in MMS's LTI program (noting that the remuneration of the executives reporting directly to the CEO are to be approved by the Committee and ratified by the Board);

f) remuneration and incentive schemes for executive Directors;

g) recruitment, retention and termination policies and procedures for the CEO and ELT; and

h) equity based remuneration plans for employees.

Diversity

i) whether there is any gender or other inappropriate bias in appointment or remuneration for Directors, CEO, ELT or other employees;

j) the relative proportion of women and men in the workforce at all levels of MMS;

k) that MMS's recruitment and selection practices are appropriately structured and consider candidates based solely on merits and capability; and

l) the development, disclosure and implementation of MMS' diversity policy and strategies aimed at improving MMS's culture and diversity, consistent with its values including:

- setting measurable objectives for board, senior management and the workforce generally in achieving diversity; and
- reviewing both the objectives and progress in achieving them annually.

Superannuation

m) superannuation arrangements in place for Directors, CEO, ELT and other employees including review of the nominated superannuation fund.

People and Culture

n) MMS's Code of Conduct and other material designed to guide the Directors, CEO, ELT and other employees as to:

- compliance with legal and other obligations;

- the ethical standards and practices necessary to maintain confidence in MMS's integrity;
- the responsibility and accountability of individuals for reporting and investigating reports of unlawful and unethical practices; and
- the behaviours expected of them and the MMS's corporate culture and values generally.

o) policies for compliance with workplace health and safety obligations;

p) the results of employee engagement surveys;

q) people and culture trends and metrics; and

r) any other thing that the Board considers appropriate in the context of this Charter.

In carrying out its duties, the Committee will have regard to any guidelines approved by the Board. The Committee shall recommend to the Board any changes to the guidelines which it considers to be necessary or appropriate.

5. Share Ownership and Retention Policy

The People, Culture and Remuneration Committee will:

- align the interests of MMS's Key Management Personnel with the financial interests of MMS shareholders by implementing a MMS Share Ownership and Retention scheme requiring compulsory ownership of MMS securities by MMS's Key Management Personnel; and
- undertake a periodic review of MMS's Share Ownership and Retention Policy.

6. Administrative Matters

Meetings

The Committee shall determine the frequency of meetings and will meet as required.

Quorum

Two non-executive Directors should constitute a quorum for a meeting of the Committee, one of whom must be an independent, non-executive Director.

Convening and Notice of Meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee, at the member's advised address for service of notice (or such other pre-notified interim address where relevant). A notice period of five business days should be provided, unless there is a waiver by a majority of the Directors. An acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Agenda

The Committee Chair will determine the meeting agenda after appropriate consultation.

Reporting

Proceedings of all Committee meetings are recorded in minutes by the Company Secretary, circulated to members of the Committee and signed by the Chair of the Committee meeting. Minutes of all Committee meetings are made available to the Board.

The Committee will, as required, make appropriate recommendations to the Board.

The Committee Chair will also, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors will be permitted, within the Board meeting, to request information of the Committee, Chair or members of the Committee.

The Board will disclose in the Company's Annual Report the number of times the Committee met throughout the relevant reporting period and the individual attendances of the members of the Committee at the meetings held throughout the period.

7. Right to Obtain Expert Advice and Interview Management

The Committee is entitled to obtain the advice of expert advisers or engage appropriately qualified consultants at MMS' cost to provide recommendations where it considers necessary or appropriate to carry out its duties.

The Committee may request any officer or employee of MMS to attend meetings of the Committee or to meet with any members of, or consultants to, the Committee.

8. Conflicts of Interest

Members of the Committee will not participate in discussions and will not vote on any issue in respect of which there is an actual or perceived conflict of interest. Any member of the Committee with a material personal interest in a matter being considered at the meeting must declare their interest (if not already done) and will not be present for consideration of that matter.

9. Review

The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, functions or otherwise.