

People, Remuneration and Nomination Committee Charter

FDC Consolidated Holdings Limited
(ACN 698 452 229)

Approved by the Board on 28 June 2026

Version 1.0

1 Purpose

The People, Remuneration and Nomination Committee (the *Committee*) has been established for the purposes of assisting the Board of Directors of FDC Consolidated Holdings Limited (the *Company*) in fulfilling the Board's responsibility to:

- (a) review and consider the structure and balance of the Board and make recommendations regarding appointments and re-elections;
- (b) evaluate the performance of the Chief Executive Officer (*CEO*) and senior management and undertake succession planning for key management personnel;
- (c) oversee key people and culture policies; and
- (d) align the approach of the Company to remuneration with shareholder interests to allow the organisation to attract, motivate and retain its staff to enhance the Company's performance in a manner that supports the long-term financial position and performance of the Company.

This Charter's purpose is to set out the role, composition and responsibilities of the Committee. It describes processes the Committee follows to discharge its role and responsibilities.

This Charter has been prepared and adopted on the basis that strong corporate governance can add to the performance of the Company and the corporate group of which it is the holding company (*FDC*), create shareholder value and engender the confidence of the investment market and broader stakeholders.

2 Role and responsibilities

The responsibilities of the Committee include the following:

Board composition

- (a) making recommendations to the Board regarding the selection and appointment of the Chief Executive Officer (*CEO*);
- (b) identifying, and recommending to the Board, candidates for the Board after considering the necessary and desirable competencies of new Board members, the Board's size and the range and depth of skills and the diversity of the Board;
- (c) overseeing the development of a Board skills matrix setting out the mix of skills that the Board currently has and/or is looking to achieve in its membership;
- (d) overseeing that appropriate checks on candidates for the Board (including checks concerning the person's character, qualifications and experience, education, criminal record, bankruptcy history and independence as a director) are undertaken;
- (e) reviewing and making recommendations to the Board regarding the terms of employment contracts for the CEO and executive management and appointment letters for non-executive members of the Board;
- (f) reviewing induction procedures for new appointees to the Board, and the continuing professional development of all members of the Board;
- (g) overseeing succession plans for the Board;

Board performance

- (h) assisting the Board, led by the Chair, to assess the performance of the Board as a group, its Committees and its individual Directors each year. In particular, all Directors seeking re-election at an annual general meeting will be subject to a formal performance appraisal to determine whether the Board (in the absence of those Directors seeking re-election) should recommend their re-election to shareholders;
- (i) overseeing that a suitable non-executive Director assesses the performance of the Chair of the Board each year;
- (j) assisting the Chair of the Board in the annual performance review of the CEO;
- (k) overseeing the annual performance review of the Company's senior management;
- (l) advising the Board on the development and succession planning process for the CEO and the CEO's direct reports;

Executive remuneration policy, plans and recommendations

- (m) assessing FDC's Remuneration Policy and monitoring compliance with legal and regulatory requirements;
- (n) reviewing and recommending to the Board material changes to the Remuneration Policy, including remuneration structure, retention and termination policies for all staff;
- (o) reviewing material changes to the recruitment policies, procedures and remuneration approach for the Company's senior management (including the CEO);
- (p) reviewing, amending and recommending to the Board for approval the terms and conditions for incentive plans and offers to participate in them;
- (q) recommending to the Board performance-based (at-risk) components of remuneration and targets for FDC's financial performance as they relate to incentive plans, including equity-based payments, in making awards and determining outcomes under them;
- (r) recommending to the Board policies and processes relating to clawback of performance-based remuneration for FDC's senior management (including the CEO), and recommending to the Board the use of that clawback (including where care or compliance failures occur);
- (s) assessing and recommending to the Board overall remuneration outcomes;
- (t) reviewing and overseeing remuneration-related matters where delegated by the Board;

Non-executive Director remuneration

- (u) reviewing and endorsing to the Board the remuneration framework for the non-executive Directors (including the Committee Chair and Committee members) of the Company;
- (v) providing to the Board recommendations for non-executive Director fees;

Remuneration reporting

- (w) overseeing the preparation of the Remuneration Report, liaising with the external auditors in relation to its review and endorsing it to the Audit, Risk and Safety Committee and the Board;
- (x) through the Committee Chair (and with the Chair of the Board, if appropriate), engaging with shareholders, proxy advisers and other stakeholders regarding remuneration matters;

Engagement of remuneration consultants

- (y) approving the engagement of 'remuneration consultants' when obtaining any 'remuneration recommendation' in respect of 'Key Management Personnel' (as those terms are defined in the *Corporations Act 2001* (Cth));

People and culture

- (z) overseeing workforce strategy, employee engagement, talent management and employee relations strategies;
- (aa) monitoring and reviewing people and culture, including material matters reported under the Code of Conduct and Ethics, the Whistleblower Protection Policy and the Anti-Bribery and Corruption Policy, and making recommendations to the Board as appropriate;
- (bb) reviewing and overseeing the implementation of the Company's Equal Employment Opportunity and Diversity Policy. In executing this role, the Committee will, with the appropriate support and input from management:
 - (i) review on an annual basis:
 - (A) the effectiveness of the Company's Equal Employment Opportunity and Diversity Policy and its objectives and strategies; and
 - (B) the division of responsibilities and accountability for developing and implementing diversity initiatives across the organisation; and
 - (ii) provide a report to the Board on the outcomes of its review, including any recommendations for changes to those strategies or the way in which they are implemented;

Talent and people management

- (cc) monitoring, reviewing and making recommendations to the Board to approve people related strategies, policies and programs to support enterprise objectives including for identifying, rewarding, developing and advancing the careers of talented and skilled employees;
- (dd) monitoring, reviewing and making recommendations to the Board to approve succession planning with the goal of facilitating career and personal development within FDC as well as smooth transitions between individuals navigating in and out of different roles; and
- (ee) monitoring, reviewing and making recommendations to the Board regarding strategies to attract and retain talented and skilled employees.

3 Administration

3.1 Membership

The Board appoints the members and Chair of the Committee.

The Committee will be comprised solely of non-executive Directors as follows:

- (a) a minimum of three Directors;
- (b) a majority of independent Directors; and
- (c) a Chair of the Committee, who is an independent Director.

3.2 Committee Chair

The Committee Chair will preside at meetings of the Committee. If the Committee Chair is not present at a Committee meeting, the members must elect another member to act as Committee Chair for that meeting.

The role of the Committee Chair is to:

- (a) determine the agenda for meetings of the Committee in conjunction with the Committee Secretary (as defined below in section 4.4);
- (b) chair meetings of the Committee and take reasonable steps for the proper functioning of the Committee, including the proper conduct of meetings and an appropriate level of discussion;
- (c) speak for the Committee when advising the Board on the Committee's recommendations to the Board on matters falling within the scope of the Committee's responsibilities;
- (d) review the minutes of meetings of the Committee for circulation to and approval by the Committee, and sign the approved minutes; and
- (e) act under a delegation of the Committee, including liaising on behalf of the Committee with consultants advising the Committee.

4 Meetings

4.1 Frequency of meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil its role. However, it is intended that the Committee will normally meet at least four times a year.

In addition, the Committee Chair is required to call a Committee meeting if requested to do so by:

- (a) any Committee member;
- (b) the Chief Executive Officer; or
- (c) any other Director.

4.2 Attendance by non-members

All Directors may attend Committee meetings. The Chief Executive Officer will normally be invited to attend Committee meetings at the invitation of the Committee (but will have no voting rights) unless a conflict of interest exists or a closed session of the Committee is being held.

Members of management and/or parties external to the Company may be invited to attend any Committee meeting or part thereof subject to the invitee not having a material personal interest in the matter of the Committee being considered. Non-members of the Committee may be asked to withdraw from all or any part of a meeting.

4.3 Meetings other than in person

Where deemed appropriate by the Committee Chair, meetings, approvals and recommendations may occur by written resolution or conference call or other electronic means of audio or audio-visual communication or as otherwise permitted by the Company's Constitution.

4.4 Committee Secretary

The Company Secretary (or delegate as approved by the Committee) will act as secretary of the Committee and will be responsible, in conjunction with the Committee Chair, for drawing up the agenda (supported by explanatory documentation and papers) and circulating the Committee papers to Committee members prior to each meeting. Directors may request papers for or from any meeting and will be notified in advance of the agenda of forthcoming meetings.

The Committee Secretary will also be responsible for keeping the minutes of meetings of the Committee (except when the Committee is in closed session) and circulating them to the Committee Chair for review, as well as to the other Committee members, Board members and Committee meeting attendees as appropriate.

Committee papers should normally be distributed by the Committee Secretary at least a week prior to each Committee meeting.

4.5 Quorum

A quorum must consist of at least two members.

5 Access and advice

The Committee will have free and unfettered access to all personnel and other parties (internal and external), including the external auditors and legal advisers.

Committee members may seek independent professional advice for Company related matters at the Company's expense, subject to the estimated costs being approved by the Chair of the Board, in advance, as being reasonable.

6 Reporting

The Committee, through the Committee Chair, is to advise and make recommendations to the Board on matters falling within the scope of its responsibilities. Such advice may be in the form of minutes of its meetings, supporting papers, or written or oral reports at Board meetings.

7 Review

The Committee has the responsibility to:

- (a) review this Committee Charter every 2 years or more often as required to check that it is operating effectively and to ensure it remains relevant to the current needs of the Company and recommend any proposed changes to the Board for approval; and
- (b) conduct a periodic, but at least annual, evaluation of the Committee's performance and the extent to which the Committee has met the objectives set out in this Committee Charter.

Committee Charter governance

Approver	Board
Review Cycle	Biennial
Next Review Date	28/06/2028

Material Revisions

Version	Approval Date	Effective Date	Details