

Culture and Remuneration Committee Charter

Role

The Culture and Remuneration Committee (**Committee**) supports and advises the Board on CS Energy's (**CSE**) people policies and its remunerations strategy, policy and structure having regard to CSE's desire for a safe, constructive and high-performance culture.

Responsibilities

Culture

- Formulate and review CSE's people policies and practices to ensure that they are fit for purpose, performance-oriented, and enable the Company to attract, develop, retain and motivate employees.
- Monitor and ensure CSE's values are current and meaningful.
- Monitor CSE's future leader talent pipeline and people development processes to ensure growth and sustainability.
- Periodically review the Code of Conduct to promote a safe, constructive and high-performance culture.
- Oversee succession planning for the CEO and Senior Executives.
- Periodically monitor CSE's culture and engagement.
- Monitor and review CSE's commitment to create an Inclusive and Diverse workplace culture that builds respect, fosters inclusiveness and promotes diversity.

Remuneration

- Oversee employment, industrial relations, remuneration, retention and reward policies and practices of CSE.
- Monitor compliance with employment legislation, relevant government policy and Enterprise Agreement (**EA**) obligations.
- Meet shareholding Ministers' and the Board's expectations for industrial relations and remuneration;
- Advise the Board on the selection, remuneration, contractual terms and role purpose statements of the Chief Executive Officer (CEO), Senior Executives and other key positions;
- Review and endorse, for Board approval, the annual performance targets and incentive payment to the CEO;
- Monitor action to ensure that no gender or other inappropriate bias exists within remuneration structures;
- Review the effectiveness of remuneration and reward practices for other employees to ensure that they support approved objectives, strategies, values and CSE's Code of Conduct;

Authority and Delegation

The Committee:

- is a Board committee and not an executive committee;
- must not perform any management functions or assume any management responsibilities and will have an objective, independent role.
- will act in terms of the delegated authority of the Board as recorded in this Charter.

Despite the delegations below, the Committee Chair may determine, at their discretion, that any matter should instead be referred to the Board for the Board's consideration.

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Specific Delegations

The Board has delegated specific and general authority for the Committee to make decisions on behalf of the Board and to:

- Approve, on recommendation from the CEO, the annual performance targets and incentive payments of the Senior Executives;
- Approve, on recommendation from the CEO, annual corporate performance targets and incentive payments to employees who are rewarded for these targets (subject to the Board approved budget);
- Ensure there is a Management review at least annually of the remuneration of those roles paid below or above the approved remuneration range for their respective positions;
- Review and endorse EA bargaining frameworks and in-principle agreements for Government approval; and
- Review and endorse the Employment and Industrial Relations Plan for Government approval.
- Approve CSE's people strategies, practices and cultural development programs.

These specific delegations preclude the CEO (or their sub-delegates) from approving these items, unless the Committee makes a specific sub-delegation in relation to them.

General Delegations

The Committee may also consider and approve, on behalf of the Board, any matter recommended to it by Management (whether it wholly or partly accepts the Management recommendation, or not), where the matter:

- is directly relevant to the Role of the Committee or Responsibilities above;
- does not more directly rest within another Board Committee's delegated authority; and
- is not reserved to the Board in the Authorities and Delegation or any other policy.

In the event of any doubt (raised by Directors or Management) as to whether the Committee has delegation to decide or investigate a matter, the Committee Chair may determine whether the decision is within the delegation of this Committee. The determination of the Chair and the decision is to be reported to the next Board meeting.

These general delegations do not preclude the Chief Executive (or their sub-delegates) from exercising duly delegated authority in these matters.

Composition

The Board will appoint at least three non-executive Directors to the Committee who, in the opinion of the Board:

- Are independent of the Company management and free from any relationship that, in the business judgment of the Board, would interfere with the exercise of their independent judgment as a member of the Committee; and
- Have sufficient financial knowledge and industry understanding to enable them to discharge their duties.
- Members will be appointed to the Committee for as long as they remain a Director of CSE or until such time as the Board determines otherwise.

The Committee Chair will be a member of the Committee, as appointed by the Board. All Directors have a standing invitation to attend meetings of the Committee.

A quorum consists of two Committee members. Where only one Committee member is available, then any other Board Director may attend to constitute a quorum.

The Secretary of the Culture and Remuneration Committee will be the Company Secretary, or such other person as nominated by the Board.

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The Committee may invite such other persons (eg the Chief Executive Officer and Chief Financial Officer) as it deems necessary.

Procedures

The Committee will meet as frequently as required, but at least three times per year.

The Committee Chair may call a specific Committee meeting if requested to do so by the Board, any Director of the Board.

If the Committee Chair is not available within five minutes of the scheduled start time of a meeting, then the Committee will elect an interim Chair from among the members for that meeting.

The Committee Secretary is jointly responsible with the Chief Executive Officer for settling the agenda which will be agreed with the Chair prior to a meeting. The Secretary is responsible for keeping the minutes of the meetings of the Committee which will be prepared and circulated to the Committee and Board after each meeting.

The Committee Chair should report to the Board after each Committee meeting, including recommendations on any specific decisions or actions the Board should consider and other matters relevant to the Committee's role and responsibilities.

The Committee may have access to adequate internal and external resources, including seeking advice or assistance from external advisors or consultants if required to enable the Committee to fulfil its role. It may also direct any special investigations or obtain independent advice where considered necessary to discharge its responsibilities.

Committee Reporting and Self Evaluation

A summary of the role of the Committee may be included in the Company annual report.

Committee self evaluation will be conducted as part of the full board evaluation and self assessment processes.

Review of Committee Charter

The Committee will review this Charter at least annually and recommend any changes to the Board.

Conflicts and Conduct

Committee members will comply with the Board and CSE's standard and procedures in relation to management of conflicts of interest.

Directors are expected to abide by the CSE [Code of Conduct](#).

The Board of CSE has also elected to adopt the [Director Code of Conduct](#) from the Australian Institute of Company Directors.