# People and Remuneration Committee Charter

Latitude Group Holdings Limited (the "Company")

ACN: 604 747 391

Approved by the Board on 19 August 2026

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# 1. Purpose and authority

The purpose of the People and Remuneration Committee (**Committee**) is to provide an objective review and oversight of people and remuneration related strategies, policies, frameworks and practices.

As a Committee of the Board of Directors of the Company (**Board**), the Committee is established in accordance with the Company's constitution. It has authority delegated to it by the Board, and power to undertake the roles and exercise the responsibilities, as set out in this Charter and under any separate resolutions of the Board from time to time.

The Committee will liaise with the Risk Committee as required to support effective oversight of compliance, risk culture, and conduct matters

# 2. Duties

The role of the Committee is to support the Board in overseeing people and remuneration related matters of the Company and its related entities (together the Group).

In particular, the Committee is responsible for overseeing:

(a) people and remuneration Tier 1 policies:

  i. Code of Conduct
  ii. Diversity and Inclusion
  iii. Wellbeing, Health and Safety
  iv. Remuneration

(b) culture, conduct and employee engagement;
(c) wellbeing, health and safety;
(d) short-term and long-term incentive plans;
(e) executive performance and remuneration; and
(f) executive succession planning and development

# 3. Membership

## 3.1. Composition and size

The Committee will consist of:

(a) Only Non-Executive Directors (NEDs); and
(b) At least three members.

The Company will disclose the relevant qualifications and experience of the members of the Committee.

Membership is reviewed periodically and re-appointment to the Committee is not automatic. Appointments and resignations are decided by the Board.
At least one member of the Committee will be a member of the Risk Committee.

### 3.2. Chair

The Chair of the Committee must be an independent NED who is not the Chair of the Board.

The Chair of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chair is not present within 30 minutes of the nominated starting time of the meeting, the Committee may elect a Chair for the meeting

### 3.3. Secretary

The Company Secretary is the Secretary of the Committee

## 4. Committee Meetings and Processes

### 4.1. Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this Charter.

The Board will disclose the number of times the Committee met throughout each financial year and the individual attendance of each Committee member at those meetings.

### 4.2. Frequency and calling of meetings

The Committee will meet (in-person or virtually) as frequently as required to undertake its role effectively, but not less than quarterly. The Chair must call a meeting of the Committee if requested by any member of the Committee, the Executive General Manager, People & Culture, or the Chair of the Board.

### 4.3. Quorum

Two directors constitute a quorum for meetings of the Committee.

### 4.4. Attendance by management and advisors

The Executive General Manager, People & Culture will have a standing invitation to attend each meeting.

The Committee Chair may also invite Directors, who are not members of the Committee, other senior managers and external advisors to attend meetings of the Committee.

The Committee may request management and/or others to provide input and advice as required.

### 4.5. Notice, agenda and material

The Chair of the Committee determines the meeting agenda after appropriate consultation.

The Secretary will distribute the notice of meeting, the agenda of items to be discussed and related material to all Committee members and other attendees before each proposed meeting of the Committee.

### 4.6. Access to information and advisors

The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including unfettered access to the Chief Executive Officer (**CEO**) and Managing Director (**MD**), Executive General Managers (**EGMs**) or any other relevant internal party (including people, risk and financial control personnel), or engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management engage or engaging directly external remuneration consultants to provide information or advice to the Committee.

The Committee also has the authority to conduct or direct any investigation required to fulfil its responsibilities.

### 4.7. Minutes

The Secretary will keep minute books to record the proceedings and resolutions of its meetings.

The Chair of the Committee will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting.

## 5. Committee Responsibilities

### 5.1. Committee objectives

In fulfilling its responsibilities, the Committee will ensure that:

(a) **Regulatory alignment:** ensure the Committee's activities and remuneration frameworks comply with all applicable legal, regulatory and governance requirements, including ASX Corporate Governance Principles, and disclosure obligations;
(b) **Risk alignment**: ensuring remuneration outcomes are consistent with prudent risk-taking and do not encourage excessive risk, in line with the Group's risk management framework;
(c) **Distinguishing structures**: ensure a clear distinction between the remuneration structure for NEDs and that of the MD & CEO and EGMs;
(d) **Linking rewards**: ensure remuneration for the MD & CEO and EGMs is structured to link rewards to both corporate and individual performance, including alignment with values, expected behaviours, and the approved risk appetite—reflecting short-, medium- and long-term performance objectives appropriate to the Group's context and goals;
(e) **Remuneration consultant**: any engagement of a remuneration consultant in relation to NED, MD & CEO and/or EGM remuneration must be approved by the Board or the Committee. The consultant must report its recommendations directly to the NEDs and/or members of the Committee;
(f) **No influence**: the Committee and the Board must be satisfied that appropriate arrangements are in place to ensure any remuneration recommendation from a consultant is made free from undue influence by the individuals to whom the recommendation applies. The Committee will also ensure that no Director or EGM is involved in determining their own remuneration;
(g) **Reputation**: the Committee considers the implications for the Group's reputation and standing in the community if it is seen to pay excessive remuneration to Directors and EGMs, including the Group's commercial interest in controlling expenses;
(h) **Providing information**: the Committee will provide the Board with information sufficient to ensure that the Board makes an informed decision in relation to the Committee's recommendations; and
(i) **Malus/Clawback**: reviewing and overseeing the implementation and operation of any clawback or malus provisions in remuneration frameworks.

### 5.2. People and culture

In the area of People and Culture, the Committee is responsible for:

(a) **People and culture strategy**: overseeing the development and implementation of the Group's people and culture strategy;
(b) **Wellbeing, health and safety**: reviewing and evaluating the Company's policies and procedures to ensure compliance with applicable laws and regulations relating to wellbeing, health, and safety; and monitoring related incidents and trends;
(c) **Culture**: monitoring culture, conduct and employee engagement and related management programs;

(d) **Diversity and inclusion**: overseeing the Group's diversity and inclusion strategy, policy and performance against defined metrics (including Gender Pay Equity);
(e) **Succession planning and development**: overseeing succession planning for the CEO, direct reports to the CEO, any other person whose activities in the Committee's opinion have the capacity to affect the financial soundness of the Group, and any other person the Board determines (together "Senior Managers");
(f) **Workforce metrics**: review key workforce data-including turnover, engagement, recruitment, internal mobility, safety, employee relations, annual leave liability, and workforce demographics - to assess organisational health and emerging risks; and
(g) **Employee relations**: monitoring key employee relations matters and enterprise agreement negotiations, as applicable.

### 5.3. Remuneration and performance

In the area of remuneration, the Committee is responsible for:

(a) **Performance**: reviewing the performance assessment processes and results for the MD & CEO and EGMs reconciling remuneration performance outcomes with conduct consistent with the Group's values and risk appetite;
(b) **Remuneration policy and procedures**: overseeing the Company's remuneration policies and procedures, informed by emerging market practice and regulatory requirements;
(c) **Remuneration benchmarking**: overseeing the use of external remuneration benchmarking data to ensure remuneration remains competitive and appropriate;
(d) **Director remuneration**: reviewing and recommending to the Board the remuneration arrangements for the Chairman and the NEDs, including superannuation, fees, travel and other benefits;
(e) **Executive remuneration**: reviewing and recommending to the Board for approval remuneration packages, including superannuation arrangements, for the MD & CEO and EGMs, as well as any other Accountable/Responsible person (as required);
(f) **Incentive schemes**: reviewing and recommending to the Board implementation of, or any major changes to or developments in relation to, employee incentive plans. In respect of any employee equity incentive plans that are put in place:
    i. recommending to the Board whether offers are to be made under any of the Company's employee equity or cash incentive plans in respect of a financial year and the terms of performance hurdles or other conditions (as applicable);
    ii. assessing and recommending to the Board whether performance hurdles or other conditions have been satisfied in respect of a particular award; and
    iii. generally administering the operation of the plans, interpreting plan rules and exercising discretion where appropriate; and
(g) **Termination arrangements:** review and recommend to the Board the termination provisions and payments for the MD & CEO and EGMs to ensure they are reasonable, market-aligned, and not excessive.

## 6. Reporting and disclosure

The Committee will liaise with the Audit Committee and the Board in relation to the Company's remuneration related reporting in the financial statements and remuneration report required by the Corporations Act, as well as upcoming climate reporting requirements.

The Committee will approve an annual remuneration report containing information on the Company's remuneration policy and practices and make recommendations to the Board for the inclusion of the remuneration report in the Company's annual report.

The Committee will ensure that all applicable governance, accounting and legal requirements regarding disclosure of remuneration, in all forms, are complied with.

The Committee Chair will attend the Company's annual general meetings prepared to respond to any shareholder questions on the Committee's activities.

## 7. Committee's performance evaluation

The Committee will make recommendations to the Board regarding the process for evaluating the performance of the Board, its Committees and the Directors.

The Committee will review its performance from time to time.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

## 8. Review and publication of charter

The Board will review this Charter every three years to assess whether it remains relevant to the current needs of the Company. The Charter may be amended by resolution of the Board.

The Charter is available on the Company's website and the key features are published in the annual report.

## 9. Revision History

| Version | Approval Date | Changed By: | Summary of changes |
|---|---|---|---|
| **1.0** | 19 August 2026 | GM, Performance and Reward | Removal of 5.4 Sustainability and Climate to reflect change in Committee Responsibilities and minor changes |
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