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1 PURPOSE

The purpose of the Downer EDI Limited People and Culture Committee is to assist the Board in fulfilling its corporate governance and oversight responsibilities in relation to the Company’s people, culture and remuneration matters (other than zero harm which is addressed by the Zero Harm Committee). This includes assisting the Board in respect of:

- a) people and culture matters across the Company;
- b) talent management and succession for the Company’s leaders;
- c) inclusion and belonging matters across the Company;
- d) the Company’s remuneration framework, and the specific remuneration arrangements and outcomes of the Group Chief Executive Officer and Managing Director (**Group CEO and MD**) and executives reporting directly to the Group CEO and MD (together, the **Senior Executives**); and
- e) compliance with external disclosure obligations concerning matters within its responsibilities.

This Charter sets out the functions and responsibilities of the People and Culture Committee and how the People and Culture Committee will operate.

2 RESPONSIBILITIES AND FUNCTIONS

The People and Culture Committee is generally responsible for reviewing and making recommendations to the Board about:

2.1 People, Culture and Conduct

- a) the Company's culture, the engagement with, and the conduct of, its people;
- b) overseeing practices to encourage behaviours which provide clear accountability and appropriately mitigate against operational, financial, non-financial, regulatory and reputational risks;
- c) overseeing practices to ensure that conduct that is contrary to the Company's values, culture or risk appetite are prevented as much as possible; and
- d) receiving reports on periodic employee engagement and culture survey results and insights, including employee engagement action plans and monitoring their effectiveness.

2.2 Talent Management and Succession

- a) reviewing management's framework and policies for talent management, leadership capability and development, succession planning, performance development, and career planning;
- b) reviewing and monitoring people strategies designed to attract, retain, develop and motivate employees, and considering their effectiveness;
- c) overseeing the approach to succession planning, and talent and capability development.
- d) reviewing emergency and long-term succession plans for all Senior Executives; and
- e) reviewing the Company's learning and development frameworks and policies to support employee development and optimise performance.

2.3 Remuneration

- a) the Company's remuneration framework and principles that apply to the Company's remuneration policies;
- b) the Company's recruitment, retention and termination policies and procedures for Senior Executives;
- c) the remuneration (including incentives), and conditions of employment, of all Senior Executives;
- d) the bonus pool for the Company and incentive plans for Senior Executives;
- e) the Company's employee share schemes;
- f) the Company's superannuation arrangements for its people;
- g) retirement benefits, and other separation benefits and arrangements of all Senior Executives;
- h) the Company's disclosure obligations for matters that are within the People and Culture Committee's specific responsibilities; and
- i) determining whether to seek shareholder approval for any elements of the executive remuneration policy or amendment to the current policy.

2.3.1 Executive Remuneration

- a) the remuneration package (including base pay, incentive payments, equity awards, retirement rights and service contracts) for all Senior Executives; and
- b) determining whether to seek shareholder approval for recommended remuneration packages and ensuring that all Senior Executive remuneration is made in accordance with relevant shareholder approvals.

2.3.2 Executive Incentive Plans

Reviewing and making recommendations to the Board regarding the design of all executive incentive plans (including the total proposed payments from each executive incentive plan).

2.3.3 Equity Based Plans

- a) regularly reviewing, and making recommendations to the Board about, the design of all equity based plans;
- b) determining on an annual basis whether awards will be made to Senior Executive and other executives under each plan;
- c) reviewing, and making recommendations to the Board about, total proposed awards under each plan; and
- d) regularly reviewing, and making recommendations to the Board about, the performance hurdles of each equity based plan.

2.3.4 Superannuation Arrangements

The superannuation arrangements of the Company.

2.4 Disclosure

Reviewing all public disclosures and statements about the Company's remuneration policies and related matters that are within the People and Culture Committee's specific responsibilities, including:

- a) market disclosures to the Australian Securities Exchange and New Zealand's Exchange;
- b) the Company's annual reports; and
- c) press releases,

before any disclosures and statements are released to the market or made public.

The People and Culture Committee must prepare for approval by the Board, a written report about any of the matters set out in this Charter that are:

- a) required by any market listing rule, legislation or regulatory body; or
- b) proposed to be disclosed in the Company's annual report, including the Remuneration Report.

2.5 Inclusion and Belonging

- a) the Company's framework, policies and measurable objectives for inclusion and belonging;
- b) the measurable objectives as they relate to inclusion and belonging and receive reports monitoring progress against these objectives and related targets;
- c) assessing the effectiveness of the policies and progress against the measurable objectives and recommending to the Board changes to the Company's inclusion and belonging policies; and
- d) reviewing the outcomes of gender pay review and make recommendations to address any unjustified pay gap.

3 ADMINISTRATION

3.1 Operational Guidelines

The *Operational Guidelines for the Board Committees (Guidelines)* sets out the procedures and requirements to ensure the People and Culture Committee fulfils its specific role and responsibilities.

The Guidelines form part of, and must be read with, this Charter. If there is an inconsistency about a specific procedure or requirement between this Charter and the Guidelines, the arrangements set out in this Charter apply.

3.2 Meetings

The Group CEO and MD has the right to contribute to the agenda for any People and Culture Committee meeting.

3.3 Attendees

The People and Culture Committee may invite any person to attend any meeting or part of any meeting of the People and Culture Committee.

3.4 External Advisers

The People and Culture Committee may appoint external remuneration advisers, independent of the Company's remuneration advisers, to review executive remuneration and strategy and assist with optimising shareholder and proxy adviser approval of the annual Remuneration Report.