

People and Remuneration Committee Charter



The People and Remuneration Committee (**Committee**) is a committee of the Board of OZ Minerals Limited (**OZ Minerals** or the **Company**¹). This Charter sets out the responsibilities delegated by the Board to the Committee and the Committee's purpose, authority, responsibilities, composition and operation.

1. Purpose and role

- 1.1. As a Committee of the Board we are led by the Company's purpose of *going beyond what's possible to make lives better*.
- 1.2. The Committee's role is to assist the Board in the effective discharge of its responsibilities as they relate to People and Remuneration. Specifically these include but are not limited to overseeing:
 - (a) the remuneration of Directors, Executive Leadership Team, and employees;
 - (b) succession planning for the Executive Leadership Team;
 - (c) the establishment and monitoring of the Employee Value Creation Policy;
 - (d) the culture of the Company and its alignment to strategy;
 - (e) material risks insofar as they relate to people and remuneration matters; and
 - (f) the process of monitoring compliance with OZ Minerals' Global Process Standards and Performance Standards insofar as they relate to people and remuneration matters (**Relevant Standards**).
- 1.3. The Committee is established in accordance with the Company's Constitution.

2. Authority

- 2.1. The Committee is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities.
- 2.2. The Committee has authority from the Board to review and investigate any matter within the scope of its Charter and to make recommendations to the Board in relation to the outcomes of its investigations in line with the Relevant Standards. The Committee has no delegated authority from the Board to determine the outcomes of its reviews and investigations and the Board retains its authority over such matters.
- 2.3. The Committee may, in its discretion, delegate all or some of its responsibilities to a sub-committee.

¹ In this Charter a reference to OZ Minerals or the Company includes OZ Minerals' subsidiaries, as the context requires.

3. Composition

- 3.1. The Committee shall consist of at least three members all of whom are Non-Executive Directors and a majority of whom must be independent Non-Executive Directors.
- 3.2. The Chairman of the Committee shall be an independent Non-Executive Director.
- 3.3. The Company Secretary will be the secretary of the Committee.
- 3.4. A Committee member may withdraw from membership by written notification to the Chairman of the Board.

4. Responsibilities

In addition to any other matters that may be delegated to the Committee by the Board, the Committee has the following responsibilities:

4.1. Risk and Relevant Standards

- (a) Monitor material risks insofar as they relate to people and remuneration matters and reporting to the Board.
- (b) Oversee the process of monitoring OZ Minerals' compliance with the Relevant Standards.

4.2. Remuneration

- (a) Review and recommend to the Board the employment and remuneration arrangements for the Managing Director & CEO of the Company (**MD & CEO**) and Executive Leadership Team, including contract terms, annual remuneration and participation in the Company's incentive plans.
- (b) Review and recommend to the Board the employment and remuneration arrangements and contract terms for each of the Non-Executive Directors.
- (c) At least annually or as appropriate review the Company's remuneration framework on Director, MD & CEO and Executive Leadership Team remuneration to confirm that it:
 - (i) encourages and sustains a culture aligned with the Company's Value Creation Policies;
 - (ii) is performance based and supports the Company's strategic objectives and long-term financial soundness;
 - (iii) is aligned with the Company's risk management framework and risk appetite; and
 - (iv) attracts and retains high performing members of the Executive Leadership Team,and delivers against the stated remuneration objectives set out in section 5.
- (d) Monitor developments in market practice and recommend changes to the Company's remuneration framework and superannuation arrangements to ensure market competitiveness and alignment.
- (e) Recommend major changes and developments in the remuneration framework and superannuation arrangements for the Company.
- (f) Advise the Board on aspects of remuneration that should be subject to shareholder approval and/or disclosure.

- (g) Ensure that fees paid to Non-Executive Directors are within the aggregate amount approved by shareholders, advising the Board with respect to the process by which this aggregate amount is allocated to Directors, and making recommendations to the Board for any adjustment to this amount at the Annual General Meeting.
- (h) Regularly review and recommend to the Board the terms of the Company's equity-based incentive schemes, including a consideration of performance thresholds and regulatory and market requirements.
- (i) Review and recommend to the Board the terms of any incentive offers made to the MD & CEO and other members of the Executive Leadership Team (including short term and long term awards), including any applicable performance targets and the relevant award opportunities.
- (j) Review and approve any proposed termination payments to the CEO and Executive Leadership Team.
- (k) Approve the appointment of remuneration consultants for the purposes of the *Corporations Act 2001* (Cth).
- (l) Review and recommend to the Board for approval of any proposed consultancy arrangements with a Non-Executive Director, a member of the Executive Leadership Team or a related party of a Non-Executive Director or a member of the Executive Leadership Team.
- (m) Review and recommend to the Board to approve the remuneration report prepared in accordance with the *Corporations Act 2001* (Cth) to be published in the Company's Annual Report.
- (n) Review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.
- (o) Develop and oversee compliance with a minimum shareholding requirements for individual Directors and review those requirements at such times considered appropriate by the Committee.

4.3. Goals and Performance Review

- (a) Develop and recommend to the Board to approve the individual goals for the MD & CEO.
- (b) Review the individual goals for the Executive Leadership Team set by the Managing Director & CEO.
- (c) Review and recommend to the Board to approve the company goals.
- (d) Assist the Board in relation to the performance evaluation of the MD & CEO and Executive Leadership Team, including reviewing performance against pre-determined individual goals and the terms of their employment contracts and advising the Board of the outcomes of the performance reviews and any recommended actions.

4.4. Succession planning for the Executive Leadership Team and Asset Leads

- (a) Review succession and development plans for the Executive Leadership Team and Asset Leads to ensure an appropriate balance of skills, experience, diversity and expertise on the Executive Leadership Team and Asset Leads and advising the Board of the outcomes of the succession plan reviews and any recommended actions.

4.5. Diversity and Inclusion

- (a) Review the Employee Value Creation Policy on a regular basis to ensure that the policy reflects relevant corporate governance and legal requirements with respect to diversity and inclusion.
- (b) Develop and recommend to the Board to approve measurable objectives for achieving diversity in the composition of the Board, Executive Leadership Team and workforce generally.
- (c) Monitor and assist the Board in the annual review of the Company's measurable objectives for achieving diversity and progress in achieving those objectives.
- (d) Review annually and report to the Board on the relative proportions of women and men on the Board, in the Executive Leadership Team, and across the whole workforce.
- (e) Review and make recommendations to the Board in relation to any remuneration parity issues for Non-Executive Directors, members of the Executive Leadership Team and other employees identified in the remuneration review process.
- (f) Review and monitor appropriate procedures to ensure that the Employee Value Creation Policy is implemented, which may include additional measurable objectives in relation to other aspects of diversity as identified in the policy.
- (g) Monitor the implementation of internal review mechanisms to assess the effectiveness of the Employee Value Creation Policy.

4.6. People and Culture

- (a) Review progress against overall people strategy priorities, being controls to threats to, and opportunities for achievement of, the Company Strategy.
- (b) Review systems, symbols and the OZ Minerals behavioural framework to ensure that they are aligned with, and assist in the achievement of, the Company's Strategy and desired culture.
- (c) Monitor developments in relevant employment and workplace legislation and regulations and monitor OZ Minerals' compliance with such relevant legislation.
- (d) Monitor Speak Up reports insofar as they relate to people and remuneration matters and refer any material Speak Up reports to the Board as required.
- (e) Review the results of employee engagement and culture surveys and monitor the progress of any management actions undertaken in response to those surveys.
- (f) Review learning and development strategies, frameworks and programs which support employee development and deliver improved personal and organisational performance.

5. Remuneration policies and practices

- (a) Remuneration and incentive policies and practices for the Executive Leadership Team must be performance based and aligned with the Company's purpose, values, strategic objectives and risk appetite.
- (b) Remuneration and incentive policies and practices for the Executive Leadership Team must be designed to:
 - (i) motivate the Executive Leadership Team to pursue the long-term growth of the Company, without rewarding conduct that is contrary to the Company's values or risk appetite;

- (ii) demonstrate a clear link between the Company's overall performance and the remuneration of the Executive Leadership Team;
 - (iii) attract and retain high-performing members of the Executive Leadership Team and employees;
 - (iv) appropriately incentivise positive risk behaviour and improved customer outcomes, encourage sound risk management of both financial and non-financial risks, and discourage unnecessary and excessive risk taking;
 - (v) allow for proper adjustments to be made, including where risk and compliance failures occur;
 - (vi) ensure any termination benefits are justifiable and appropriate; and
 - (vii) be reasonable and fair.
- (c) In the discharge of the Committee's responsibilities, no member of the Executive Leadership Team should be directly involved in determining their own remuneration.
- (d) The Committee must at all times have regard to, and notify the Board as appropriate of, all legal and regulatory requirements, including any shareholder approvals which are necessary to obtain.

6. Meetings

- 6.1. The Committee shall meet as frequently as required but not less than twice a year and one of those meetings must take place within three months prior to each annual general meeting.
- 6.2. The Chairman will call a meeting of the Committee if so requested by any Committee member, the MD & CEO or the Company Secretary.
- 6.3. At least three days' notice of each meeting confirming date, time, venue and agenda (including any supporting papers) shall be forwarded to each member of the Committee.
- 6.4. The quorum necessary for a meeting of the Committee will be two members, of whom at least one must be an independent Non-Executive Director. In the absence of the Chairman, Committee members will elect an independent Non-Executive Director to act as Chairman for that meeting. In the case of an equality of votes, the Chairman of the Committee will have a second or casting vote, provided two or more of the members present are entitled to vote.
- 6.5. Members of the Board may attend meetings of the Committee and, subject to clause 6.6, the MD & CEO will attend meetings ex officio. The Committee may invite other individuals to attend meetings of the Committee, as it considers appropriate, subject to clause 6.6.
- 6.6. The Committee will meet without the MD & CEO or any member of the Executive Leadership Team being present if the Chairman or the Committee considers it appropriate that members of Management not be in attendance, or while any matter relating to their conditions of employment, including remuneration and performance, is under discussion.
- 6.7. The Company Secretary will keep minutes of proceedings and resolutions of the Committee together with copies of supporting papers. These records will be available to any Board member upon request.
- 6.8. The Committee will develop an annual program to meet its responsibilities.

7. Reporting

- 7.1. The Chairman, or his or her nominee, will report the findings and recommendations of the Committee to the next Board meeting after each meeting of the Committee.
- 7.2. The minutes of all Committee meetings will be circulated to members of the Board by the Company Secretary.
- 7.3. The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

8. Access

- 8.1. The Committee has unrestricted access to the Company's employees and records, that it considers relevant to its responsibilities. The Committee has rights of access to Management and to auditors (external and internal) without Management present, and rights to seek explanations and additional information from both Management and auditors.
- 8.2. The Committee is authorised to engage, at the Company's expense, outside legal or other professional advice or assistance on any matters within its Charter.

9. Committee Performance

- 9.1. The Chairman of the Committee shall report to the Board on the Committee's performance on an annual basis. The performance of the Committee will be measured against this Charter and other relevant criteria as approved by the Board.

10. Review

- 10.1. The People and Remuneration Committee Charter will be reviewed annually and revised as required. Any changes to the Charter will require the approval of the Board.
- 10.2. The Board will review the effectiveness of this Charter as appropriate.

Date approved	18 February 2022
Contact	Company Secretary