



Nominations and Remuneration Committee Charter

The Board of St John WA has established a Nominations and Remuneration Committee. This Charter outlines the roles, responsibilities, and terms of operation of the Committee and should be read with the Board Charter.

St John WA recognises that an effective and diverse Board and Management team plays different roles to support its purpose and deliver effective leadership and performance.

1. Purpose & Responsibilities

The purpose of the Nominations and Remuneration Committee (**Committee**) is to assist the Board in fulfilling its corporate governance and oversight responsibilities relating to the oversight of St John WA's Board appointment process and remuneration arrangements for directors and executives.

The responsibilities of the Committee include reviewing, advising, and making recommendations to the Board on:

- a) The structure and composition of the Board and its Committees;
- b) Board succession planning and the selection and appointment of the Board Chair and the Directors;
- c) Matters related to the Board's annual performance review processes and development and training;
- d) The selection, appointment, succession planning and performance of the Group Chief Executive Officer (**GCEO**); and
- e) The structure, design, and operation of Board and executive remuneration arrangements and benchmarking.

The Board has delegated to the Committee the responsibilities set out in **Attachment 1** and may make other delegations to the Committee from time to time.

2. Authority

Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board.

The Committee does not have any powers to commit the Board or management to the implementation of its recommendations except where expressly stated in this Charter or as authorised by resolution of the Board.

The Committee has the authority to conduct or direct investigations into any matters within its Charter.

The Committee is not responsible for supervising the performance of management and does not become involved in day-to-day operations, management functions or decision-making.

3. Committee Composition

The Committee must have at least three members, including two independent non-executive directors and may include independent experts in Board nominations or remuneration.

The Committee members will be appointed by the Board.

The Board will appoint the Chair of the Committee.

All Committee members will have a working familiarity with setting remuneration and sufficient industry knowledge to align remuneration with prudent risk-taking effectively.

If a Committee member ceases to be a director of the Board, that member ceases to be a member of the Committee.



4. Committee Meetings

4.1 Meetings Requirements

The Committee meets at least three times per year, or more often, if necessary, to fulfil its responsibilities.

A quorum of the Committee will comprise any two members.

If the Chair of the Committee is unable to attend a Committee meeting, the members present or the Board Chair will appoint another member who is an independent director to act as Chair at that Committee meeting.

Committee members may attend meetings in person or participate by videoconference or other electronic means.

Committee decisions may be made by circular or written resolution. A circular or written resolution signed by all Committee members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression "written" includes email or other electronic means.

Management is responsible to the Committee for making recommendations to the Committee and implementing recommendations of the Committee, which the Board approves.

4.2 Conflicts of Interest

A Committee member with a material personal interest in a matter that relates to the affairs of St John WA must give the other Committee members notice of their interest.

Committee members shall not participate in discussions and shall not vote on any issues in which there is an actual, potential or perceived conflict of interest.

4.3 Work Plan, Agenda and Documentation

Each Committee meeting will have a structured agenda. The Committee's work plan and agenda are determined by the Committee Chair, with input from Committee members and the Company Secretary. Any director and the GCEO may request that a particular item be added to the agenda.

The agenda and supporting documentation for each Committee meeting will be circulated within a reasonable time before the meeting to Committee members, other Directors, and other attendees, as appropriate.

Executives will not receive meeting materials related to their remuneration or performance.

4.4 Notice of Meeting and Attendance

Notice of Committee meetings will be provided to all directors. Directors who are not members of the Committee may attend Committee meetings and will have access to Committee papers and minutes.

Notice of Committee meetings will also be provided to the GCEO, who must attend meetings if requested by the Committee Chair. Other members of management and advisers may be invited to participate in meetings as the Chair of the Committee thinks fit.

4.5 Company Secretary

The Company Secretary (or their nominee) will be the Secretary of the Committee.

4.6 Minutes

Minutes of each Committee meeting will be prepared by the Company Secretary (or their nominee), approved by the Chair of the Committee in draft and circulated to all Committee members.

The minutes of a Committee meeting will be approved at the next Committee meeting or by circular resolution and then signed by the Chair of the Committee.

The Committee's Chair-approved minutes of each Committee meeting will be included in the Board papers.

4.7 Reporting

The Chair of the Committee will report to the Board on the business matters arising out of a Committee meeting.

The Committee will refer any matters to the Board or another Board Committee where the matter falls within their responsibility or if it would benefit from having the Board or that Board Committee's consideration.



5. Access to Information and Advice

5.1 Access to Management and Others

The Committee has free and unfettered access to the GCEO, the CFO, executive management, the External Auditor and the Internal Auditor, and to information, and may make any enquiries to fulfil its responsibilities.

The GCEO, the CFO, the External Auditor, and the Internal Auditor have free and unfettered access to the Committee.

5.2 Access to Independent Professional Advice

The Committee has the right to seek independent professional advice, subject to the approval of the Board, at St John WA's expense, concerning any matter related to the discharge of its responsibilities.

Advice received should be distributed to the Board and the Committee as appropriate.

Committee members are entitled to rely on the expertise of independent experts so long as they are not aware of any grounds that would make such reliance inappropriate.

6. Workshops and Training

The Committee may hold workshops and training sessions to maintain the skills and knowledge required to perform its role effectively.

The Committee will keep themselves informed on insights into Board and executive remuneration and other matters relevant to its responsibilities.

7. Process for Selection and Appointment of new Directors

The Board determines its size and composition, subject to the terms of St John WA's Constitution.

In carrying out its responsibilities, the Committee will be guided by St John WA's Board Succession Policy, which outlines the criteria for Board composition and the process for appointing and selecting Directors.

The appointment of Directors and the Chairperson to the Board must be subject to a transparent and rigorous external selection process.

7.1 Candidate Selection Criteria

The Committee must consider the following when reviewing a potential candidate for a Board appointment:

- a) the expertise, skills, experience, perspectives, and personal qualities and attributes that will best ensure Board effectiveness.
- b) the diversity of Board composition.
- c) the capability of the candidate to devote the necessary time and commitment to the role.
- d) the independence of the Director and the potential for conflicts of interest.

7.2 Background Checks

The Committee is responsible for ensuring detailed background information (including relevant good standing checks) about a potential candidate is undertaken and provided on the Board for evaluation.

7.3 Board Recruitment Consultants

The Committee must identify and recommend to the Board recruitment consultants who specialise in Director appointments to identify potential candidates.

The Committee must seek approval from the Board before appointing and engaging the recruitment consultant.

7.4 Recommend Appointment of Directors

The Committee's role is to consider candidates presented by the recruitment consultant and to recommend to the Board candidates for appointment to the Board.

The Committee is also responsible for ensuring that candidates selected by the Board for appointment are provided an induction.

8. Appointment of Remuneration Consultants

If the Committee is considering engaging a Remuneration Consultant to provide recommendations to the Board on Board and executive remuneration, the Committee must:

- a) ensure that the remuneration consultant is sufficiently qualified and independent;
- b) recommend for the Board's approval the appointment of the remuneration consultant and the terms of engagement being entered into with the remuneration consultant;
- c) receive and consider the recommendations of the remuneration consultant; and
- d) ensure that executives do not receive recommendations on their own remuneration from the remuneration consultant.

9. Review

9.1 Committee Performance Review

The Board will conduct an annual review of the Committee's performance and effectiveness.

When considered appropriate, the Committee will review its membership and make recommendations to the Board for approval.

9.2 Review of this Charter

The Committee will review this Charter every two years, or sooner if circumstances require, with any amendments recommended to the Board for approval.

10. Related Documents

Board Charter

Board Composition Matrix

Board Succession Policy

Fit & Proper Person Policy

Remuneration Policy



Attachment 1

Duties and Responsibilities

In making decisions and recommendations, the Committee will consider its responsibilities and the activities of the Board's other committees and, where appropriate, coordinate with and consider information arising out of those committees and any other relevant factors.

The duties and responsibilities of the Committee are as follows:

1. Board Composition

- 1.1 Review and recommend to the Board for approval the appropriate structure, size and composition of the Board and its Board Committees.
- 1.2 Review and recommend to the Board for approval the appointment of the Board Chair, Committee Chairs, and Committee Members, having regard to the requirement of best-practice corporate governance and the Board's Succession Plan.
- 1.3 Review and recommend to the Board the desired skills criteria and profile of the Board and Committees and where additional skills, knowledge, or experience may be desirable. (i.e. Skills Criteria)
- 1.4 Periodically assessing the balance of skills, knowledge, experience, and diversity required on the Board and its Committees and the extent to which balance is achieved.
- 1.5 Assess the independence of each Director on appointment and then annually and as soon as practicable whenever a Director discloses any new interests or relationships.

2. Board Succession Planning

- 2.1 Review and recommend to the Board for approval the Board Succession Policy, including recommendations on Board diversity objectives, independence criteria, and the tenure of Directors and the Board Chair.
- 2.2 Maintain a Board Succession Plan that supports the process to identify, assess, and recommend the appointment and re-appointment and tenure of Directors appointed to the Board.
- 2.3 Make recommendations to the Board regarding the succession of the Chair and any Deputy Chair.

3. Appointment and Re-Appointment and Removal of Directors

- 3.1 Identify, evaluate, and recommend to the Board the appointment and re-appointment of Directors to the Board, subject to the requirements of the Constitution, the eligibility criteria, tenure, retirement by rotation rules, and the Board's Succession Policy.
- 3.2 Recommend to the Board as to whether the Board should support the re-appointment, by members, of individual Directors seeking appointment for a further term.
- 3.3 Recommend to the Board the removal of a Director should it be necessary.

4. Fitness and Propriety

- 4.1 Approve the Fit & Proper Policy and consider the fitness and propriety of Directors, the GCEO, and other responsible persons.

5. Board Induction, Development and Training

- 5.1 Oversee the program for induction of new Directors.
- 5.2 Maintain a Board Training Program for the Board and Directors that focuses on enhancing the Board's performance.

6. Board Performance Review

- 6.1 Oversee the annual performance review process of the Board as a whole, the performance of individual Directors, and the performance of Committees and their members.



7. Group CEO Appointment, Performance and Succession

- 7.1 Oversee and review the succession plan for the role of GCEO and recommend to the Board the selection of suitable candidates for appointment as GCEO.
- 7.2 Review and recommend to the Board for approval the contractual and remuneration arrangements in respect of the GCEO.
- 7.3 Oversee the process for the annual evaluation of the GCEO's performance.

8. Remuneration Framework

- 8.1 Review and monitor the effectiveness of St John WA's remuneration framework and approval of the Remuneration Policy for the Board, GCEO and Chief Executives.
- 8.2 Work with the Board and other Committees to ensure that executive remuneration is part of and consistent with the risk management framework and does not incentivise behaviour by GCEO and other Chief Executives that may lead to inappropriate or excessive risk-taking.

9. GCEO & Executive Remuneration Arrangements

- 9.1 Review and recommend to the Board for approval of the accountabilities and performance objectives for the GCEO and maintaining visibility of the performance objectives for other Executives.
- 9.2 Review and recommend to the Board for approval the remuneration structure for the GCEO, including changes to fixed remuneration, performance-based incentives, other benefits, termination payments and clawback.
- 9.3 Review and recommend to the Board any GCEO performance-based incentive plans, including recommendations on award entitlements, performance criteria, vesting payments, and clawbacks.
- 9.4 Consult with the Board's Risk, Compliance & ESG Committee when reviewing and recommending GCEO performance-based incentive outcomes and payments.
- 9.5 Review and recommend to the Board for approval the total remuneration pool for Chief Executives reporting to the GCEO.
- 9.6 Arrange, as appropriate, an external remuneration consultant review of the remuneration of the GCEO based on industry benchmarking and accepted methodologies.

10. Director Remuneration Arrangements

- 10.1 Review and recommend to the Board for approval changes to the annual remuneration of the Chair and Directors.
- 10.2 Review and recommend to the Board for approval the annual remuneration for any Directors appointed to subsidiary Boards and remuneration paid to individuals appointed as a member of a Board Committee.
- 10.3 Review the external remuneration benchmarking assessment process for the Board, which will include the aggregate of the remuneration of the Board, remuneration for the Board Chairperson, Group Deputy Chairperson (if any), Board Committees Chairs and members, in line with the following remuneration principles:
 - a) cater for the continual role a Director must play all year round;
 - b) attract and retain Directors with the competencies and experience that are aligned with the St John WA's purpose, values and strategic direction; and
 - c) acknowledges the capacity and capability required to oversee the performance of St John WA and contribute to the role of the Board.

11. Remuneration Report

- 11.1 Review (in consultation with the Audit & Investment Committee) and recommend to the Board for approval the annual remuneration report on the approach to Director's and Executive's remuneration, which is contained in St John WA's Annual Report to stakeholders to ensure that Director and Executive remuneration arrangements are transparent to members and other stakeholders.

12. Related Party Transactions

- 12.1 Review and recommend to the Board any related party transactions unrelated to Directors' remuneration arrangements.

13. Governance

- 13.1 Approve policies that require or are reserved for the Committee approval under St John WA's Policy Framework, relevant to the Committee's remit.
- 13.2 Consider any other relevant matters delegated by the Board to the Committee