

# People and Culture Committee

Charter

May 2024

This People and Culture Committee Charter has been approved by the Board of **Pilbara Minerals Limited** (**Board**) to govern the composition, roles and responsibilities and operations of the Company's People and Culture Committee (**Committee**).

## 1 COMPOSITION

The People and Culture Committee (Committee) shall be structured so that it has at least three members, all of whom are non-executive directors and the majority being independent directors.

The Committee shall be chaired by an independent director.

The members of the Committee will be appointed and removed by the Board.

## 2 ROLES AND RESPONSIBILITIES

The function of the Committee is to assist the Board in fulfilling its corporate governance responsibilities with respect to:

- a) Remuneration and assessment of performance;
- b) Company culture and talent management; and
- c) The nomination and appointment of non-executive directors.

In performing its role, the Committee will review, and report and make recommendations to the Board on the matters detailed in the table below. From time-to-time, the Board may delegate other responsibilities to the Committee.

In formulating its executive and non-executive director remuneration policies and practices, the Committee may have regard to the suggested guidelines within the ASX Principles and Recommendations

FOCUS AREA	RESPONSIBILITIES
Remuneration and Incentives	<ul style="list-style-type: none"><li>• Remuneration frameworks and policies, including fixed remuneration, short and long-term compensation plans and equity-based plans.</li><li>• Managing Director and Chief Executive Officer (CEO) and senior executives' remuneration and incentives, including the appropriateness of performance hurdles, opportunities and total payments proposed.</li><li>• Correlation between the CEO's and senior executives' performance and remuneration and how it is aligned to the creation of value for shareholders.</li><li>• Incentive plan vesting outcomes based on performance against applicable targets and other factors the Committee determines to be relevant (including risk behaviours) and whether the Board should consider exercising discretion.</li><li>• Whether the remuneration arrangements are aligned with the Company's purpose, Code of Conduct, strategic objectives and risk appetite set by the Board.</li><li>• Consideration of any adjustments or claw back of performance-based remuneration from the Managing Director and CEO where appropriate.</li><li>• The remuneration framework for non-executive directors.</li><li>• The adequacy of the shareholder approved non-executive director fee pool.</li><li>• Remuneration by gender.</li><li>• Superannuation arrangements.</li></ul>

FOCUS AREA	RESPONSIBILITIES
	<ul style="list-style-type: none"> <li>Termination payments of senior executives (if any).</li> <li>Compliance with applicable legal and regulatory requirements associated with remuneration matters.</li> <li>The review and if necessary, improvement to benefit programs established for employees.</li> </ul>
Performance Assessment	<ul style="list-style-type: none"> <li>The process for evaluation of the performance of the Board, Board committees and individual Board members.</li> <li>The process for evaluation of the performance of the Managing Director and CEO and the senior executives.</li> </ul>
Culture, Talent, and Diversity and Inclusion	<ul style="list-style-type: none"> <li>The Company's Culture Strategy including an overview of periodic surveys.</li> <li>Ensuring the Company's operations and behaviours are within the Company's Code of Conduct, budget and risk appetite set by the Board.</li> <li>Senior executive and key staff succession planning.</li> <li>Retention and development strategies.</li> <li>Inclusion and diversity, including the Inclusion and Diversity Policy, initiatives, measurable objectives, and compliance with the policy.</li> </ul>
Board size, composition and skills.	<ul style="list-style-type: none"> <li>The size and composition of the Board, having regard to the Board skills matrix.</li> <li>Annual review of the Board's skills matrix.</li> </ul>
Board renewal and succession	<ul style="list-style-type: none"> <li>Board succession planning.</li> <li>The process for the appointment, re-election (if required) and removal of directors, and subsequent recommendations to the Board.</li> <li>Consideration of the Board skills matrix to prepare a description of the role and capabilities required for a particular appointment.</li> </ul>
Director Induction and Continuing Professional Development	<ul style="list-style-type: none"> <li>Induction programs for new directors.</li> <li>Consideration of training or personal development programs for non-executive directors, having regard to the Board skills matrix and the Company's strategy.</li> </ul>
Corporate Reporting	<ul style="list-style-type: none"> <li>The contents of the Company's remuneration report included in the Annual Report, and any other remuneration or people related reports the Company is required to prepare.</li> </ul>
Minimum Holding	<ul style="list-style-type: none"> <li>The Minimum Holding Condition Policy and compliance against the policy by non- executive directors and senior executives.</li> </ul>

### 3 OPERATIONS

The Committee shall meet at least four times a year and otherwise as required to fulfill its role.

Minutes of all meetings of the Committee must be kept. The minutes and a summary of actions taken by the Committee will be made available to the full Board as directed.

Committee meetings will be governed by the same rules as set out in the Company's Constitution, as they apply to meetings of the Board.

#### **4 REPORTING TO THE BOARD**

The Committee is to report to the Board, at least annually, on the following matters:

- a) All matters relevant to the Committee's role and responsibilities as set out in this Committee Charter;
- b) The results of the Committee's review of this Committee Charter; and
- c) Comment on the Committee's operation and composition.

#### **5 ENGAGING INDEPENDENT ADVISORS**

The Committee may engage independent advisors to enable it to discharge its duties and responsibilities effectively.

If a remuneration consultant is appointed (as defined in the Corporations Act) the Committee will ensure that the requirements of Part 2D.8 of the Corporations Act are complied with.

#### **6 AUTHORITY AND RESOURCES**

The Company is to provide the Committee with sufficient resources to undertake its duties. The Committee may seek input from individuals on remuneration policies, but no individual should be directly involved in deciding their own remuneration.

The Committee has the authority, as it deems necessary or appropriate, to obtain advice from external consultants or specialists in relation to remuneration or nomination related matters.

#### **7 REVIEW OF CHARTER**

The People and Culture Committee will review this charter at least annually and update it as required.

This charter has been approved by the Board.

#### **8 CHARTER HISTORY**

<b>ESTABLISHED:</b>	06 September 2016
<b>LAST REVIEWED:</b>	23 May 2024
<b>FREQUENCY</b>	Annually