

People and Remuneration Committee Charter

Last approved by the Board of Directors: 16 July 2019

1 Purpose

The purpose of the People and Remuneration Committee (the **Committee**) is to oversee the development of APA Group's people and remuneration strategies and frameworks to support achievement of APA Group's business objectives. Specifically, the Committee will ensure there is a robust remuneration and reward system that aligns employee, investor and customer interests, promotes a positive culture and facilitates effective attraction, retention and development of a diverse and talented workforce.

2 Membership

The membership of the Committee is determined by the Board as set out below.

- The Committee is comprised of non-executive directors, with at least 3 members, and a majority of whom are independent directors. Independence is determined according to the Independence of Directors Policy.
- The Committee Chairman is appointed by the Board and is an independent director. Should the Committee Chairman be absent from any meeting, the members of the Committee present will appoint one of those independent directors to be Chair of that meeting.

3 Authority

- The Committee is a committee of the Board and will have no authority independent of the functions delegated to it by the Board.
- The Committee is authorised by the Board to investigate any activity it deems appropriate consistent with its responsibilities and duties.
- To the extent the Committee deems necessary, it may, at APA Group's expense, retain:
 - external remuneration consultants to provide relevant market data on remuneration for non-executive directors, the Managing Director (**MD**) and Chief Executive Officer (**CEO**) and the executive team; and
 - legal, accounting or other advisors.
- The Committee is authorised to seek any relevant information it requires from employees of APA Group in order to perform its duties.

4 Responsibilities

The Committee is responsible for the following matters:

Remuneration

- Recommending to the Board any adjustment of Directors' fees, including committee fees, for the APA Group.
- Annually reviewing and assessing the APA Group's performance and remuneration strategy and frameworks, including making recommendations to the Board regarding whether the APA Group's remuneration policies are aligned with its core values, purpose, strategic direction and risk appetite.
- Recommending remuneration for the MD and CEO and all executives reporting to the MD and CEO, including considering whether there is a robust performance assessment process in place and, in consultation with the Audit and Risk Management Committee, whether proposed remuneration outcomes are appropriate in light of relevant risk outcomes and corporate culture.
- Recommending the short and long term performance objectives for the MD and CEO and all executives reporting to the MD and CEO, and assessment of performance against those objectives.
- Developing and recommending the appointment, retention and termination policy and procedures for the MD and CEO.
- Recommending the 'at-risk' elements of remuneration and performance targets for the APA Group's financial performance as they relate to incentives, including all awards made under the APA Group's long term incentive plan.

Employment

MD and CEO

- Reviewing and recommending changes to the contract term of the MD and CEO or to any aspect of their remuneration not specifically addressed elsewhere in this Charter.

Members of the Executive Committee

- Approving, and providing to the Board for its noting prior to implementation, any changes to the contract term of any member of the Executive Committee, or to any aspect of their remuneration not specifically addressed elsewhere in this Charter.

People

- Reviewing and approving people strategies and frameworks to ensure that they support the APA Group's business objectives over the short and longer terms, enabling APA Group to attract, develop, retain and motivate employees who deliver outstanding operational performance.
- Reviewing and recommending the APA Group's diversity policy, and assessing the effectiveness of practices and initiatives with respect to gender and other diversity in the workforce.

- Recommending to the Board measurable objectives for achieving greater diversity across the APA Group and, on an annual basis, reviewing and reporting to the Board on the APA Group's progress against them.
- Reviewing and making recommendations to the Board in relation to whether there is any gender or other inappropriate bias in remuneration outcomes for directors, executives or other employees.
- Reviewing executive and people leader development and senior succession planning (excluding MD and CEO succession which is the responsibility of the Nomination Committee).
- Overseeing the development of people and culture programs including corporate values and the Code of Conduct, which support a high performance environment and provide alignment with business strategy and requirements.

5 Meetings

- The Committee will meet at least three times a year, and more frequently if required by its Chairman.
- The Secretary of the Committee will be the Company Secretary, or his or her representative.
- The Secretary of the Committee will be responsible for scheduling meetings, co-ordinating the preparation of the agenda, minutes and other supporting documents for the meeting.
- The agenda and supporting documentation will be circulated to the Committee members within a reasonable period in advance of each meeting. The Secretary of the Committee will circulate minutes of meetings to Members of the Committee.
- A quorum will consist of not less than two members.
- A duly convened meeting of the Committee at which a quorum is present shall exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6 Reporting and referrals

- The Committee will regularly update the Board about Committee activities and make appropriate recommendations.
- The Committee will oversee the preparation of any reports required by law or listing rules or requested by the Board, including relevant remuneration sections of the annual report and other shareholder documents.
- At the Board's request, any or all of the papers presented to the Committee will be made available to the Board and/or included in the Board papers.
- The minutes of each Committee meeting will be distributed to directors with the papers for the next Board meeting following the date of the Committee meeting.
- The Committee Chairman will report to the next Board meeting on any matters under consideration. At the discretion of the Committee, the Chairman will refer

matters considered to be of major importance (with the referral noted for the Board's information), to the Board or to other standing committees of the Board if they are within that committee's responsibilities.

- The Committee will also receive reports and referrals from the Board and other standing committees of the Board on matters that are within its own responsibilities.

7 Review

- This Charter should be reviewed and updated by the Committee annually and changes required should be recommended to the Board for approval.
- The Committee should annually review its own performance as part of the overall Board assessment process.