

People and Remuneration Committee Charter

Last approved by the Board of Directors: 20 November 2018

1 Purpose

The function of the People and Remuneration Committee is to ensure the provision of a robust remuneration and reward system that provides for alignment of employee and investor interests and facilitates effective attraction, retention and development of talented employees.

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 nominated 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 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 Chief Executive Officer 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 People and Remuneration Committee is responsible for providing advice and making recommendations to the Board on the following matters:

Remuneration

- The adjustment of Directors' fees, including committee fees, for the APA Group.
- The review and assessment of the APA Group's performance and remuneration strategy and frameworks for all employees whose remuneration is not determined by industrial instruments.
- The remuneration for the Chief Executive Officer/Managing Director and all executives reporting to the Chief Executive Officer.
- The short and long term performance objectives for the CEO/MD.
- The appointment, retention and termination policy and procedures for the Chief Executive Officer.
- 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.
- Any reports required by law, listing rules, or APA Group's Corporate Governance Framework including the annual Remuneration Report and approval of the annual Remuneration Report to the Board.

Employment

CEO/MD

- Determine, approve and recommend to the Board for its approval, prior to implementation, changes to the contract term of the CEO/MD or to any aspect of their remuneration not specifically addressed elsewhere in this Charter.

Members of the Executive Committee

- Determine, approve and recommend to the Board for its noting, prior to implementation, 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

- The development and review of people strategies and frameworks to ensure that they support 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 approving APA Group's diversity policy, and assessing the effectiveness of practices and initiatives with respect to gender and other diversity in the workforce.
- Executive and people leader development and senior succession planning (excluding CEO/MD succession which is the responsibility of the Nomination Committee).
- People and culture programs 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 Company Secretary 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.
- The minutes of each Committee meeting will be distributed to directors with the papers for the next Board meeting.

6 Reporting

- The Committee will regularly update the Board about Committee activities and make appropriate recommendations.

- The Committee will prepare 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.

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.