

**GENTRACK GROUP LIMITED
(Gentrack)**

People and Culture Committee Charter

Introduction

This charter sets out the governance requirements for the People and Culture Committee (the **Committee**) of the Board of Gentrack Group Ltd (the **Company** or the **Group**, which includes all companies in the Company's Group) including the roles, responsibilities and procedures of the Committee and the authority of the Committee.

Purpose

The Committee has been established to assist the Board in fulfilling its corporate governance responsibilities in overseeing the people and remuneration strategies and policies of the Group and ensure that these strategies are designed to support the delivery of the business plan and overall strategy. This includes matters relating to organisational design, retention, remuneration, Director and Executive (direct reports of the CEO) succession planning and diversity and inclusion initiatives which a) enable the Company to attract, motivate and retain employees, Executives and Directors who will create value for shareholders; b) fair and reasonably reward these people having regard to their performance, the performance of the Group and general remuneration environment; and c) comply with relevant employment legislation and Listing Rules and other relevant legal requirements. A key focus of the Committee shall be to oversight the health and wellbeing of the employees of the Group. The Committee shall also attend to any other matters referred to it by the Board.

Composition

1. The appointment and removal of Committee members shall be the responsibility of the Board.
2. The number of members on the Committee shall be not less than two, all of whom shall be non-executive Directors.
3. The Board shall appoint the Chair of the Committee who shall be independent. The Board Chair may also be Chair of the Committee.
4. Gentrack shall identify the members of the Committee each year in its annual report.

Meetings and Procedures

1. Meetings shall be held as frequently as required but at least twice per year and with regard to when Director and Executive remuneration is due for review in terms of the Group's remuneration policies. Any member of the Committee or the Chief Executive Officer (**CEO**) may request a meeting at any time if they consider it necessary.
2. A quorum of members of the Committee shall be two. The Committee may have in attendance such members of management and such other persons including external advisers as it may deem necessary to provide advice.
3. The agenda and Committee papers will be prepared and circulated to all Board Directors prior to the meetings. Any Director may attend the meetings of the Committee.

4. At the Board meeting following a a Committee meeting the Chair will report the Committee's findings and recommendations to, and the minutes of all Committee meetings will be circulated to, the Board.
5. The notice and the form of meeting requirements for the Committee will be the same as for meetings of the Board.

Role and Responsibilities

The role and responsibilities of the Committee include to:

Appointments & Terminations

1. Recommend the appointment or termination of the CEO, including applicable terms and conditions, to the Board for Board approval.
2. Approve the appointment process for the recruitment of new Directors of the Board and recommend the final, preferred candidate(s) because of this process to the Board for Board approval.
3. Approve the contracts to appoint new Directors to the Board.
4. Approve the strategy for Board Director development.
5. Regularly review the composition of the Board to ensure that the Group has access to the most appropriate balance of skills, qualifications, experience, and background to effectively govern the Company.
6. Review and make recommendations to the Board at least annually regarding the degree of independence of directors.

Remuneration

1. Approve the global remuneration strategy: the base pay structure (including, the Group's fixed pay position in key labour markets); design of variable pay/incentive plan components at the global/BU level (measures, weightings, etc.).
2. The Chair of the Board will review the performance of the CEO and recommend any annual adjustments to the remuneration package of the CEO to the Board for approval.
3. Approve any annual adjustments to the remuneration package of the Executive direct reports to the CEO (as recommended by the CEO) and supporting payment calculation methodologies. Approve any other remuneration changes for Executive direct reports to the CEO not otherwise delegated through established policy or mandated by local legal or contractual requirements.
4. Regularly review the remuneration of Board Directors and recommend any changes to Board Director remuneration to the Board for approval.

People Strategy: Talent, Development and Engagement

1. Regularly review the Company's People Strategy for effectiveness, including key priorities and milestones and the outcomes of surveys and activities relating to:
 - a) initiatives to ensure the safety, health and wellbeing of the Group's employees;

- b) the Company's ethical standards and culture;
 - c) talent and leadership programmes; and
 - d) diversity and inclusion initiatives.
2. Regularly review the succession plan for the CEO and Executive direct reports of the CEO.

Governance

1. Review and approve policies to provide assurance of compliance with employment-related statutory requirements, including Privacy, Industrial Relations, and Ethical Behaviour.
2. Review delegated financial authorities or related policies to provide assurance of appropriate employment and remuneration expenditure and recommend any changes to the delegated financial authorities and/or policies to the Board for approval.
3. Monitor and manage real and potential conflicts of interest involving Executive direct reports to the CEO.
4. The Chair of the Committee may, following consultation with the Chair of the Board, commission any independent study, survey and/or advice that it sees fit to assist in its consideration of any matter.

Members Powers and Authority

1. The Committee does not have the authority to make decisions on behalf of the Board unless specifically stated in this Charter.
2. The Committee may delegate any of its responsibilities to the Chair of the Committee from time to time and on such conditions as the Committee considers appropriate.
3. The Committee is authorised by the Board to investigate any activity covered by its duties and responsibilities.
4. The Committee members may with the prior approval of the CEO and Chair of the Committee communicate with any Company employee to seek any information they require for the Committee to carry out its role.

Accountability to the Board

The Board shall review the Committee's performance against this Charter on an annual basis.

Approved by the Board September 2022