

## **EEG People and Remuneration Committee Charter**

### ***Definitions***

In this Charter the following terms have the following meanings:

“Board” means the Board of Directors of the company.

“Company” means Evolve Education Group Limited (EEG) and its subsidiary or related companies.

“Committee” means the EEG People and Remuneration Committee.

“CEO” means Chief Executive Officer of the Company

“ELT” means the executives of the company who have authority and responsibility for planning, directing and controlling the major activities of the company (as identified in the Remuneration report).

### ***Purpose***

The Committee is a committee of the Board of the Company.

Its role is to assist the Board to fulfil its responsibilities by reviewing, advising and making recommendations to the Board on matters relating to the Company’s people strategies and policies, organisational structure, culture, employee performance and development, succession planning, growth, and remuneration for staff and the Board.

### ***Composition***

The Committee shall be appointed by the Board and shall consist of at least three non-executive Directors, one of whom shall be the Board Chairperson.

The Board shall appoint a Chairperson of the Committee. The Chairperson will be an independent director who is not the Chairperson of the Board.

The secretary of the Committee shall be appointed by the Board.

### ***Procedures***

A quorum of the Committee is three members.

Appointment to the committee is to be in accordance with the independence criteria set out in the company Board Charter, and applicable ASX and NZX Listing Rules and Guidance.

The Committee will meet three times per annum on pre-arranged dates consistent with EEG’s people and remuneration cycles to properly fulfil its obligations and discharge its duties. Independent directors who are not members of the Committee have a standing invitation to attend any meeting of the Committee.

The CEO, other executive staff, or such other parties may be asked to attend any meeting of the Committee as considered necessary to provide appropriate information,

explanation and assistance as required. No individual employee is permitted to be present when their performance and/or remuneration arrangements are being discussed. The Committee may ask any party to withdraw from any part of any meeting.

Notice of Committee meetings and the business to be conducted at such meetings shall be given to the members of the Committee, all other members of the Board, the Chief Executive Officer and the General Manager People and Capability. The Chairperson shall review the agenda for each meeting prior to its issue. Any Committee member may require business to be included in the agenda. The agenda and Committee papers will be prepared and circulated to all Directors at least five days prior to meetings.

Minutes of all meetings will be taken and will be circulated to the Board. The Chairperson of the Committee will report to the full Board the recommendations of the Committee at the Board meeting immediately following the Committee meeting.

### ***Responsibilities and duties***

The Committee does not take actions or make decisions on behalf of the Board.

The Board will set performance goals, review performance of the CEO, and set the CEO's remuneration.

The Board has delegated certain functions to the Committee which include:

- recommend to the Board appointments to ELT for approval;
- approve performance review ratings and remuneration recommendations for ELT remuneration arrangements;
- development and succession plans for the CEO, ELT, identified critical roles and high potential individuals;
- making recommendations to the Board, after executive management input on changes to company values and mission statements from time to time;
- review and monitor annually strategic people initiatives and objectives including organisational culture, capability, diversity, engagement, and technology;
- remuneration strategy, policies and practices for the company generally;
- annual remuneration review applying generally across the company including, monitoring of remuneration budgets together with financial and other reporting as it relates to people;
- companywide benefit structures and arrangements including individual performance structures, performance incentives, employee share arrangements, employee benefit plans, and service contracts;
- monitor and approve disclosures in annual reports relating to remuneration, diversity, health and safety and other people related topics;
- Board remuneration;
- providing support and assistance to the Board chairperson in identifying suitable candidates for Board and CEO appointments, reviewing Board performance objectives and change/s, and induction/training of non-executive directors;

- other matters as the Board may refer to the committee from time to time.

#### ***Powers and authority***

The Committee may delegate any of its functional responsibilities to the Chairperson from time to time and on such conditions as the Committee considers appropriate.

The Committee is authorised by the Board to investigate any activity covered by its remit.

The Committee members may communicate with any Company employee to seek any information they require in order for the Committee to carry out the functions of the Committee, after agreeing that this is necessary following discussion and agreement of, and with the approval of the Chair of the Committee or Board as appropriate.

The Committee and each member of the Committee shall have the authority of the Board to retain, terminate and consult with outside or other independent external advisers and experts (including legal consultants) at the Company's expense, secure the attendance at meetings of outside parties with relevant experience and expertise where the Committee or a Committee member deems it necessary to carry out the functions of the Committee.

Committee members are entitled to rely on Company executives in relation to matters within their responsibility and on external professionals in relation to matters within their area of expertise and may assume the accuracy of information provided by such persons so long as a Committee member is not aware of any reasonable grounds upon which such reliance or assumption may be inappropriate.

#### ***Accountability and review***

The Committee shall undertake an annual self-review of its objectives with the responsibilities of this Charter being updated at least every two years. Any changes to the charter are to be recommended to the Board for approval.