



People and Remuneration Committee Charter

Atlas Arteria

Atlas Arteria's People and Remuneration Committee Charter

Context

The People and Remuneration Committee (**Committee**) has been established jointly by the Boards of Atlas Arteria Limited ACN 141 075 201 (**ATLAX**) and Atlas Arteria International Limited (Registration No 43828) (**ATLIX**). This Charter sets out matters relevant to the composition, responsibilities and administration of the Committee.

In this Charter, **Atlas Arteria** means ATLAX, ATLIX and each of their controlled subsidiaries.

The Board of Directors of ATLAX (**ATLAX Board**) and the Board of Directors of ATLIX (**ATLIX Board**) are together the **Atlas Arteria Boards**.

Objective

The objective of the Committee is to:

- make recommendations to the relevant Atlas Arteria Board(s) that promote and ensure the provision of a robust and appropriate remuneration framework and practices for Atlas Arteria's CEO, executives and other personnel that supports superior operational and financial performance, prudent risk management and provides for alignment of employee and investor interests to facilitate effective attraction, retention and development of employees; and
- promote and support a corporate culture and behaviours which are aligned to Atlas Arteria's corporate strategy, performance and shareholder interests.

The Committee will provide recommendations and assistance to each Atlas Arteria Board in connection with these objectives but will not make decisions on behalf of either Board.

Administration

Membership

The Committee will comprise a minimum of three members with:

- at least one independent ATLAX Director (who is not also an ATLIX Director) and one independent ATLIX Director (who is not also an ATLAX Director); and
- a majority being independent Directors as determined under Atlas Arteria's Policy on the Independence of Directors.

Chair

One of the members (being an independent Director of the ATLAX Board or the ATLIX Board) shall be appointed Chair of the Committee by the Atlas Arteria Boards.

The role of the Chair of the Committee is to:

- determine the agenda for meetings of the Committee in conjunction with the Secretary of the Committee;
- chair meetings of the Committee and take reasonable steps for the proper functioning of the Committee, including the proper conduct of meetings and an appropriate level of discussion and engagement;
- take reasonable steps to oversee that Committee members are provided with sufficient and relevant information to consider the matters before them;
- review the minutes of meetings of the Committee for circulation to and approval of the Committee and sign the approved minutes; and
- act under a delegation of the Committee.

Meetings

Frequency of meetings

The Committee will hold at least two meetings each year and such additional meetings as the Chair of the Committee shall deem appropriate in order to fulfil its duties.

In addition, the Chair of the Committee is required to call a meeting of the Committee if requested to do so by:

- the Chief Executive Officer of Atlas Arteria; or
- any Director of the Atlas Arteria Boards.

Attendance and access by non-members

Members of management and/or parties external to Atlas Arteria may be invited to attend any meeting of the Committee or part thereof as appropriate. ATLAX and ATLIX Directors who are not members of the Committee have a standing invitation to attend any meeting of the Committee. Non-Committee members will be notified in advance of the agenda of forthcoming meetings and will have access to all Committee papers (subject to any conflicts).

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Meetings other than in person

Where deemed appropriate by the Chair of the Committee, meetings may occur via conference call or other electronic means and approvals and recommendations may occur via written resolution.

Secretary

The ATLAX Company Secretary (or delegate as approved by the Committee) will act as Secretary of the Committee and shall be responsible, in conjunction with the Chair of the Committee, for drawing up the agenda (supported by explanatory documentation and papers) and circulating the Committee papers to Committee Members prior to each meeting.

The ATLAX Company Secretary will also be responsible for keeping the minutes of meetings of the Committee and circulating them to the Chair of the Committee for review and to the other Committee Members.

Quorum

A quorum shall consist of not less than half of the Committee Members eligible to vote on a matter.

Voting

A motion shall be passed by a:

- Simple majority of votes cast in favour by Committee Members present and eligible to vote; or
- Resolution in writing signed by at least three quarters of Committee Members eligible to vote and will be deemed to have been passed at the time at which the last required Committee Member signs the document.

The Chair of the Committee will not exercise a casting vote. In the event of an equal number of votes being cast for and against a motion, the motion will be referred to the Atlas Arteria Boards for resolution.

Duties and Responsibilities

The Committee has the following duties and responsibilities in respect of both ATLAX and ATLIX:

Remuneration

Reviewing and providing recommendations to the relevant Atlas Arteria Board(s) in relation to:

- Atlas Arteria's executive remuneration policy and framework (including the design and terms of any short term and long term incentive plans) and remuneration recommendations for the Non-executive Director fees and other benefits (including travel and continuing professional development);

- annual remuneration review and recommendations for the CEO (as recommended by the respective Chairs of the Atlas Arteria Boards) and other members of the senior executive team (as recommended by the CEO);
- major changes and developments in relation to Atlas Arteria's employee equity incentive plans and overseeing the operation of employee equity incentive plans in place; and
- any other matters delegated to the Committee by the Atlas Arteria Boards.

Remuneration reporting and disclosures

Reviewing Atlas Arteria's remuneration report with management and the external auditors and recommending the report to the relevant Atlas Arteria Board(s) including confirming that the report is in accordance with the *Corporations Act 2001* (Cth) relevant accounting standards and other professional reporting requirements.

Evaluation of Performance and At-Risk Remuneration

- Providing recommendations to the relevant Atlas Arteria Board(s) in relation to the setting of Key Performance Indicators (KPIs) for the CEO and other members of the senior executive team.
- Assist the relevant Atlas Arteria Board(s) in monitoring and evaluating the performance of the CEO and other members of the senior executive team, including in regard to achievement of KPIs.
- Assessing and reviewing proposed 'at-risk' remuneration, and on the basis of that review, making recommendations to the relevant Atlas Arteria Board(s) in regard to remuneration reviews and the level of 'at-risk' remuneration (including offers of incentive awards).

Corporate Culture

- Overseeing, reviewing and making recommendations to the relevant Atlas Arteria Board(s) regarding Atlas Arteria's people and culture strategies and remuneration frameworks to ensure that they support ATLAX's and ATLIX's short and long term business objectives, support Atlas Arteria's values and enable Atlas Arteria to attract, develop, retain and motivate employees who deliver outstanding operational and financial performance within prudent risk parameters in the best interests of securityholders.

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- Reviewing and reporting to the relevant Atlas Arteria Board(s) the key outcomes and insights of periodic employee engagement and culture surveys and monitoring the effectiveness of employee engagement action plans and initiatives.

Recruitment and Succession

Reviewing and recommending to the relevant Atlas Arteria Board(s):

- succession and development plans for members of the senior executive team; and
- executive recruitment, retention and termination policies.

Diversity

- On an annual basis, reviewing the effectiveness of practices and initiatives with respect to diversity and review any regulatory filings on remuneration by gender.
- Overseeing compliance with Atlas Arteria's Diversity and Inclusion Policy including reporting requirements and undertaking a review of the policy once every two years.

Engagement of Remuneration Consultants

Recommending to the relevant Atlas Arteria Board(s) the engagement of independent remuneration consultants when obtaining advice on the appropriateness of key management personnel remuneration. The Chair of the Committee will be responsible for liaising on behalf of the Committee with the consultants advising the Committee and seeking to ensure that appropriate processes are followed.

Periodic review

The Committee must review this Charter once every two years and, if required, recommend any amendments to the relevant Atlas Arteria Board(s). The Committee will also conduct an annual evaluation of the Committee's performance.

Access

The Committee shall have free and unfettered access to all Atlas Arteria personnel and other parties (internal and external), including the external auditors, as required by the Committee to carry out its duties.

Reporting

The ATLAX Board and the ATLIX Board will each appoint one of their Directors who is a member of the Committee as its delegate to advise and make recommendations to their respective Atlas Arteria Boards on matters falling within the scope of its responsibilities. Such advice may be in the form of minutes of its meetings, supporting papers, and written or oral reports at meetings of the relevant Atlas Arteria Board(s).