



Sydney Aviation Alliance Holdings Pty Ltd

People and Culture Committee Charter

Purpose

This Charter sets out the authority and responsibilities delegated by the board of directors (**Board**) of Sydney Aviation Alliance Holdings Pty Ltd (**Sydney Airport**) to the People and Culture Committee (the **Committee**) and details how the Committee will operate.

Composition of the Committee

The membership of the Committee should be reviewed annually by the Board. The Committee will comprise at least three directors or their alternate directors.

Members are required to declare any conflict of interest or duty that could constitute a real, potential or apparent conflict with respect to participation on the Committee. The disclosure must be made on appointment to the Committee and, in relation to specific agenda items, at the outset of each Committee meeting. Where members or Observers are deemed to have a real or perceived conflict of interest, they will be excused from Committee discussions about the issue where a conflict exists, and no papers relating to the relevant matter will be distributed to them.

The Board will appoint one of the directors on the Committee to be chair of the Committee. The chair of the Board may chair the Committee, however, a separate chair of the Committee will be appointed if and when the Committee is dealing with the appointment of a successor to the chair of the Board.

The General Manager Human Resources or the Company Secretary or his or her delegate will be the secretary of the Committee. The responsibilities of the secretary include preparing and sending notices of meeting, agendas, recording the minutes of Committee meetings, and performing any other administrative duties deemed necessary by the Committee.

Each shareholder may by written notice to the chair of the Board and the chair of the Committee, at least two business days before any Committee meeting nominate one person to attend the applicable Committee meeting for each director they are entitled to appoint (**Observer**).

The shareholder must outline the identity of, and reason for attendance of, the proposed Observer.

The Observer must get approval from the chair of the Board and the chair of the Committee to attend. The chairs may consult with directors, shareholders or management to determine whether to approve the attendance (acting reasonably and in good faith).

An approved Observer is entitled to receive all papers for the relevant meeting that has been circulated to the directors and must undertake to keep the deliberations and all such information confidential and execute a written confidentiality agreement.

An approved Observer is not entitled to speak, vote on any matter, communicate any wishes or instructions to any director or the Committee.

Meetings and minutes

The Committee will establish an annual timetable for meetings and will meet as frequently as it believes is required to fulfil its duties and responsibilities effectively and will target meeting at least four times during the year. The Committee will meet in person where practical or by teleconference or videoconference.

Additional meetings may be convened if matters arise between scheduled meetings that need immediate consideration. Where a meeting is called at short notice, consideration (including in respect of the time and place) will be given to ensure a maximum number of Committee members are available to attend. In addition, the secretary of the Committee is required to call a meeting of the Committee if requested to do so in writing by any Committee member, the Board or the external auditor.

A quorum of the Committee is two members. In circumstances where one of the regular members is not available, then an alternate member, as nominated by the regular member, may attend with the approval of the Committee chair.

If the chair of the Committee is unable to attend a meeting and no acting chair has been appointed, another member of the Committee may act as chair at that meeting.

Matters delegated by the Board to the Committee requiring a decision will be decided by a majority of votes of members of the Committee present at meetings. The chair does not have a casting vote.

No member of the Committee or attendee is permitted to be present or involved in assessing his or her own remuneration or performance.

Any director may attend meetings of the Committee, but only members of the Committee will have voting rights.

Draft minutes of the Committee will be prepared by the secretary of the Committee, approved by the chair of the Committee and circulated to all members of the Committee. Final minutes of each Committee meeting will be provided to the Board.

At the next Board meeting after a Committee meeting, the chair of the Committee will provide an update on any material matters that should be brought to the Board's attention or that require the Board's approval.

Access to Information and Independent Advice

The Committee must be provided with the information it needs to efficiently discharge its duties. This must be provided by management in a form and timeframe and be of sufficient quality.

The Committee has authority to conduct or authorise investigations into any matters within its role and to refer matters to other committees of the Board (or the Board itself) for review.

The Committee may make recommendations to the Board about any matter within the Committee's duties and responsibilities that require a decision of the Board.

The Committee does not have the authority to make decisions on any matter reserved for the Board, unless the power to make a decision is specifically delegated by the Board through this Charter or as authorised by resolution of the Board in accordance with the Shareholders Deed.

The Committee may at any time meet with remuneration consultants, other appropriate external consultants or any member of management in a separate session to discuss any matters that the Committee, consultants or relevant member of management believe should be discussed privately.

The Committee may, at Sydney Airport's expense, engage remuneration consultants and other appropriate external consultants to assist the Committee to discharge its responsibilities.

Charter review

The Committee will review this Charter as required and at least every two years to ensure that it is consistent with the Committee's objectives and responsibilities. Any changes to the Charter must be approved by the Board in accordance with the Shareholders Deed.

People & Culture Committee responsibilities

The role of the Committee is to assist the Board by:

- reviewing and making recommendations to the Board on the remuneration framework, policies and practices for Sydney Airport group's employees, ensuring they:
 - are aligned to the strategic objectives, values and risk appetite of the Sydney Airport group;
 - are designed to attract and retain high performing and committed employees and directors;
 - support a performance culture by effectively linking remuneration to performance, and in the case of remuneration for senior executives, align remuneration to the performance of the Sydney Airport group as a whole and to shareholder value;
 - are fair and reasonable, including from a gender equity perspectives, and
 - comply with all legal requirements.
- reviewing and making recommendations to the Board on the remuneration and employment contract arrangements for the CEO and other senior executives, including but not limited to quantum, short-term and long-term incentive structures/schemes and associated payments and other principal employment terms, having regard to Sydney Airport group's remuneration framework and ensuring due consideration of law, corporate governance principles and market factors.
- reviewing and making recommendations to the Board any proposed termination payments to the CEO and senior executives.
- overseeing the performance management of the CEO and other senior executives by:
 - monitoring, reviewing and making recommendations to the Board regarding the key accountabilities and performance measures of the CEO and other senior executives;
 - reviewing the annual performance of the CEO against agreed measures and the CEO's annual review of the performance of other senior executives.
- ensuring there are appropriate succession plans in place for the CEO and other senior executives.
- overseeing diversity and inclusion at Sydney Airport group by:
 - reviewing and making recommendations to the Board regarding Sydney Airport group's diversity and inclusion framework, policies and practices;
 - reviewing annually the:
 - relative proportion of women and men in the workforce at all levels;
 - pay equity between women and men;
 - measurable objectives regarding gender diversity;
 - progress towards achieving those objectives.
- ensuring that all matters relevant to the Committee's roles and responsibilities are reported to the Board on a timely basis.