



People, Culture and Remuneration Committee Charter

The People, Culture and Remuneration Committee (**Committee**) of Washington H Soul Pattinson and Company Limited (**WHSP**) has been established by the Board to assist it with oversight of the people, culture and remuneration strategies of WHSP to promote building a resilient long term return for shareholders in a manner that supports accountability for alignment with WHSP's Values and Code of Conduct.

1. Role

1.1 The role of the Committee is to make recommendations to the WHSP Board with regard to the following:

- i) People and culture;
- ii) WHSP's remuneration policy;
- iii) Remuneration for the Managing Director and Chief Executive Officer and Key Management Personnel;
- iv) Board Remuneration; and
- v) Any other matters referred to it by the Board.

2. Responsibilities

2.1 The Committee fulfils its role by:

People & Culture

- i) Conduct
 - a. Shape the desired organisational culture and employee experience by instilling, monitoring and reinforcing WHSP's Values and Code of Conduct.
- ii) Employee Engagement and retention
 - a. Attract and retain the talent necessary for WHSP to function effectively and in accordance with the goals and strategy set by the Board
 - b. Create a diverse and inclusive workplace
 - c. Monitor employee engagement
- iii) Succession Planning and Talent Development
 - a. Review annually the succession plans for the CEO and senior executives, together with the career development plans in place for key executives to support execution of business strategies.

Remuneration

- i) Remuneration Framework and Practices
 - a. Oversee and monitor the remuneration practices to ensure outcomes are:
 - i) Aligned with WHSP Policies including the Remuneration Policy
 - ii) satisfy governance, legal and regulatory requirements
 - iii) support the long-term sustainability of the Company
- ii) Board Remuneration
 - a. Review Director's fees annually and make recommendations to the Board for any changes in the level, form or structure of Board remuneration.
- iii) CEO and senior executive Remuneration and Performance
 - a. Review CEO and senior executive Remuneration and Performance annually and make recommendations to the Board with respect to performance measures, targets and remuneration to encourage outcomes that support the strategy set by the Board and alignment with WHSP's Values, culture and risk appetite.
- iv) Employee Incentive Plans
 - a. Review annually and make recommendations to the Board on executive and employee incentive programs and equity plans.
- v) Remuneration Outcomes
 - a. Consult, as necessary, with the relevant Chair of the Audit Committee and/or Risk Committee to ensure risk outcomes are appropriately reflected in remuneration outcomes.

Governance

- i) Disclosure and Compliance
 - a. Monitor and review annually that WHSP's policy and practices comply with regulatory requirements with respect to remuneration.
 - b. Ensure compliance with statutory and regulatory obligations regarding remuneration related disclosures.
 - c. Review WHSP's Remuneration Report with management and the external auditor and recommend the Remuneration Report to the Board Audit Committee its inclusion in the annual Director's Report
- ii) Engagement of Remuneration Advisors
 - a. Obtain independent advice, as necessary, including engaging independent experts. The Chair of the Committee will be responsible for liaising with consultants on behalf of the Committee.
- iii) Governance
 - a. Periodically review the Committee's Charter and recommend changes where necessary.
 - b. Review the annual work plan and performance of the Committee.

3. Composition and Membership

- 3.1 The Committee will consist of:
- at least three members;
 - only Non-executive Directors;
 - a majority of Independent Directors; and
 - an Independent Director as Chair.

An Independent Director is a Director who has been assessed by the Board to be independent in accordance with the Board's definition of Independence.

- 3.2 The Company Secretary of WHSP or their nominee will act as the Secretary to the Committee.

4. Meetings

- 4.1 Members of the Board who are not members of the Committee may attend any meeting.

Frequency

- 4.2 The Committee will hold at least two regular meetings each year and any additional meetings that are required to fulfil its responsibilities.

Quorum

- 4.3 A quorum will comprise two members of the Committee.

Secretary

- 4.4 Meetings will be called by the Secretary at the request of the Chair of the Committee or the Chair of the Board.
- 4.5 The Secretary will keep minutes of proceedings and resolutions of the Committee together with copies of Committee papers.

5. Access and advice

- 5.1 The Committee has authority to appoint and set the terms of engagement of advisers as required for the Committee to carry out its responsibilities.
- 5.2 If the Committee engages expert advisers on matters pertaining to the remuneration of key management personnel or Directors, those advisers are to provide their advice directly to the Committee, independent of management.
- 5.3 The Committee has unrestricted access to Company officers and executives, including requiring their attendance at Committee meetings.

6. Reporting

- 6.1 The Committee reports to the Board and Committee meeting minutes will be provided to the Board for noting.
- 6.2 The Committee will provide the Board with sufficient information to allow informed decision making.