

HUB24 Limited

ABN 87 124 891 685

People and Culture Committee

Charter

May 2026

HUB²⁴

Overview	
Purpose	The HUB24 Limited People and Culture Committee Charter sets out the key roles and responsibilities of the HUB24 Limited People and Culture Committee Members and management.
Scope	HUB24 Limited
Application	All HUB24 People
Document Control	
Executive Owner	Company Secretary
Operational Owner	Company Secretary
Date	May 2026
Next Review Date	May 2027

1. Introduction

- 1.1. The People and Culture Committee (**PCC**) is a committee of the Board of HUB24 Limited (**HUB24**).
- 1.2. The Board established the PCC in accordance with HUB24's Constitution.
- 1.3. This Charter sets out the PCC's role, the scope of its responsibilities and other PCC matters in relation to HUB24 and its controlled entities (collectively referred to as the **HUB24 Group**).
- 1.4. The Board has delegated authority to the PCC to fulfil its responsibilities as set out in this Charter. The Board may make other delegations to the PCC from time to time.
- 1.5. The role of the PCC is not an executive role.

2. Role

- 2.1. The role of the PCC is to review and make recommendations to the Board of HUB24 in relation to:
 - 2.1.1. the remuneration packages to be awarded to CEO or Managing Director,
 - 2.1.2. Executive Key Management Personnel and direct reports of the CEO or Managing Director remuneration as recommended by the CEO or Managing Director;
 - 2.1.3. equity-based remuneration plans for the CEO or Managing Director, executive Key Management Personnel, senior executives and other employees;
 - 2.1.4. ensuring there are plans (inclusive of talent development plans) in place to manage the succession of executive Key Management Personnel and other senior executives;
 - 2.1.5. monitoring and reporting any gender or other inappropriate bias generally or in remuneration for executive Key Management Personnel, senior executives or other employees and promoting diversity within the HUB24 Group;
 - 2.1.6. to approve systems, processes, procedures and outcomes for the design, analysis, development, review and implementation on workplace diversity, organisation culture and related surveys, recruitment and attrition and compliance with employment legislative changes; and
 - 2.1.7. monitoring and reporting on Work, Health and Safety (WHS) matters within the HUB24 Group.
- 2.2. In carrying out its role, the PCC is expected to:
 - 2.2.1. have regard to the remuneration strategy and policy that:
 - 2.2.1.1 attracts and retains talent;
 - 2.2.1.2 motivates the CEO or Managing Director and their executive;
 - 2.2.1.3 links remuneration with performance and the creation of shareholder value;
 - 2.2.1.4 is appropriate compared to market practice;
 - 2.2.1.5 considers the circumstances in which external expert remuneration consultants may be utilised; and

- 2.2.1.6 oversees compliance with applicable legal and regulatory requirements associated with remuneration matters.
- 2.2.2. have regard to the interests and expectations of HUB24's customers, shareholders, employees, regulators and the broader community in which HUB24 operates; and
- 2.2.3. operate in accordance with the HUB24 Constitution, this Charter, HUB24's Code of Conduct, HUB24 Group policies adopted by the Board, and applicable legal and regulatory requirements.

3. Responsibilities

Consistent with the Board Charter, the PCC is responsible for:

3.1. Values and Culture

- 3.1.1. reviewing and recommending to the Board for approval a framework for delivering on HUB24's Code of Conduct and culture which sets out clear expectations of the way Directors and employees are expected to discharge their responsibilities and conduct business;
- 3.1.2. monitoring the vision and culture of HUB24 Group;
- 3.1.3. monitoring Management action plans to strengthen the desired vision and culture and to address weaknesses;

3.2. Remuneration and Performance

- 3.2.1. making recommendations to the Board to approve systems, processes, procedures and outcomes for the design, analysis, development, review and implementation of:
 - i. the HUB24 Group's remuneration principles as applied to HUB24's strategic objectives, remuneration frameworks and Remuneration Policy;
 - ii. making recommendations to the Board to approve systems, processes, procedures and outcomes for the design, analysis, development, review and implementation of specific remuneration arrangements, including performance scorecard measures and outcomes, and termination payments, for the CEO and Managing Director, Key Management Personnel, direct reports to the CEO or Managing Director or as required by regulators or relevant policies;
 - iii. making recommendations to the Board to approve systems, processes, procedures and outcomes for the design, analysis, development, review and implementation of the HUB24 Group's performance management frameworks, variable short term incentive and long term incentive remuneration plans including the short term incentive plan pool, employee equity plans, employee superannuation and pensions, and benefits of material value to employees;
- 3.2.2. designing, developing and recommending to the Board for approval the Remuneration Report and related disclosures to be included in HUB24's Annual Report and overseeing the process in support of its preparation; and
- 3.2.3. reviewing and recommending to the Board talent development plans for executive Key Management Personnel; and
- 3.2.4. assisting the Board with communication with proxy advisers and shareholder approvals for remuneration matters which require shareholder approval.

In exercising its obligations under these responsibilities, the PCC should have due regard to developing a remuneration strategy and policy that:

- 3.2.5. attracts and retains talent;
- 3.2.6. motivates the Key Management Personnel, senior executives and employees;
- 3.2.7. links remuneration with performance and the creation of shareholder value;
- 3.2.8. is appropriate compared to market practice;
- 3.2.9. considers the circumstances in which external expert remuneration consultants may be utilised; and
- 3.2.10. oversees compliance with applicable legal and regulatory requirements associated with remuneration matters.

3.3. Work Health & Safety

- 3.3.1. overseeing and monitoring the framework for compliance with WHS regulations and considering appropriate WHS reports and information; and
- 3.3.2. making recommendations to the Board to approve systems, processes, procedures, analysis, implementation and intended outcomes for the design, development and review of the WHS framework.

4. Composition

- 4.1. The PCC shall comprise at least three (3) Directors of HUB24, the majority of whom shall be independent and Non-Executive Directors one of which will be the Chair of the Board.
- 4.2. The Board appoints the PCC Members and the PCC Chair.
- 4.3. The term of appointment of PCC Members will coincide with their Board tenure unless the Board determines otherwise.
- 4.4. The PCC Chair will be an independent Director and must not be the Chair of HUB24.
- 4.5. The PCC Chair is responsible for leading the PCC and overseeing processes for the PCC's performance in its role in accordance with this Charter.
- 4.6. PCC Members must collectively have the skills, and knowledge to enable the PCC to discharge its role and responsibilities effectively and to add value.
- 4.7. At least one PCC Member will be a member of the HUB24 Risk Committee and one PPC Member will be a member of the Nominations Committee. They may be one and the same person.

5. Role of Committee Members

- 5.1 PCC Members commit to the collective, group decision-making processes of the PCC. Individual PCC Members will respect the contributions and perspectives of other PCC Members. PCC Members will and can debate issues openly and constructively and create an environment where PCC Members can be free to question or challenge the opinions presented at meetings where their own judgment differs from that of other Members.
- 5.2 PCC Members are expected to utilise their relevant skills, knowledge and experience for, and apply their judgment to all matters discussed at PCC meetings. PCC Members are expected to have read and considered the PCC papers ahead of each meeting.
- 5.3 PCC Members are expected to ask questions of, request information from and raise any issues of concern with Management;
- 5.4 PCC Members are encouraged, where possible, to ask any questions and raise issues of concern via the PCC Chair before a meeting so that Management is prepared to address them.
- 5.5 Publicly, PCC Members are expected to support the letter and spirit of PCC decisions.

6. PCC Meetings

- 6.1 The PCC will meet at least three (3) times per year or more frequently as required.
- 6.2 PCC Members will use all reasonable endeavours to attend PCC meetings in person or agree attendance by other means with the Chair.
- 6.3 The PCC Chair may determine to call a PCC meeting and will call a meeting if requested by any Director or the Chair of the HUB24 Board.
- 6.4 A meeting of the PCC may be held using any technology which permits attendees to hear and be heard by others at the meeting.
- 6.5 Two (2) Members of the PCC, one of whom must be an independent Non-Executive Director of HUB24, shall constitute a quorum.
- 6.6 A Company Secretary of HUB24 or such other person as is nominated by the PCC Chair shall act as the secretary of the PCC.
- 6.7 The Company Secretary will circulate the agenda and papers to all PCC Members within a reasonable time prior to each meeting.
- 6.8 Minutes must be prepared, approved by the PCC Chair and be circulated to PCC Members within a reasonable time of a PCC meeting. The minutes must be ratified and signed by the PCC Chair at the next following meeting. Signed minutes will be provided to the next full HUB24 Board meeting after signing.
- 6.9 All HUB24 Directors will have access to the PCC papers.

7. Invitees

- 7.1 The PCC may invite other people to attend a meeting, consult other people or seek any information considered necessary to fulfil its responsibilities.
- 7.2 All HUB24 Directors have a standing invitation to attend the PCC meetings.
- 7.3 The CEO or Managing Director and Chief People Officer will have a standing invitation to attend PCC meetings.
- 7.4 Members of Management, specialists and advisers may attend all or part of the PCC meetings at the invitation of the PCC Chair.
- 7.5 The PCC may meet periodically and separately with such members of Management, staff and external advisors as it regards as appropriate.

8. Conflicts of Interest

- 8.1 Members must:
 - 8.1.1 disclose to the PCC any actual or potential conflict of interest or duty that might reasonably be thought to exist as soon as the situation arises;
 - 8.1.2 take necessary and reasonable action to resolve or avoid any actual or potential conflict of interest or duty; and
 - 8.1.3 comply with the Corporations Act, other applicable laws and HUB24's Constitution in relation to disclosing material personal interests and restrictions on voting.

9. Access and Information

- 9.1 Management is responsible for the preparation, presentation and integrity of information provided to the PCC and for the timely communication of such information as the PCC might need to effectively discharge their duties.
- 9.2 PCC Members may seek any information they consider appropriate to fulfil their responsibilities.
- 9.3 PCC Members will have unrestricted access to the HUB24 Group's employees and other relevant internal and external parties to seek explanations and information from them so that they may discharge their responsibilities. If the PCC engages an external expert to advise it, the PCC shall seek to ensure their engagement, including any advice received, is independent.
- 9.4 The Company Secretary, Chief Financial Officer, senior Legal Counsel and Chief People Officer also have free and unrestricted access to the PCC to provide information.

10. Role of the Chair

- 10.1** The PCC Chair must be an independent Non-Executive Director. The PCC Chair is appointed by the Board.
- 10.2** The PCC Chair's principal responsibilities are to lead the PCC and oversee the processes for the PCC's performance of its role in accordance with this Charter.
- 10.3** The PCC Chair has responsibilities including:
 - 10.3.1 development of the PCC agenda;
 - 10.3.2 presiding over PCC meetings and directing PCC discussions to effectively use the time available to address critical issues;
 - 10.3.3 ensuring PCC minutes properly reflect PCC decisions and substance of management responses to questions during the meeting;
 - 10.3.4 reviewing PCC papers to provide support for decision making and actions;
 - 10.3.5 facilitating discussions to ensure core issues are addressed;
 - 10.3.6 briefing all HUB24 Directors in relation to issues arising at PCC meetings; and
 - 10.3.7 liaising with the Chair of the Board and the Chairs of the other Board Committees to seek to ensure that the Board and each Board Committee appropriately carry out their respective roles and responsibilities so as to enable the Directors to adequately discharge their relevant duties.

11. Reporting to the Board

- 11.1** The PCC Chair will report on the business of PCC meetings to the next Board meeting and will bring PCC recommendations to the Board.

12. Performance and Charter Review

- 12.1.** The PCC will review its performance on an annual basis. The review may be conducted as a self-assessment and will be co-ordinated by the PCC Chair. The review may seek input from any person and may be supported by suitably qualified independent consultants.
- 12.2.** This review will consider:
 - 12.2.1. the PCC's role;
 - 12.2.2. the PCC systems, processes and procedures;
 - 12.2.3. the collective skills of the PCC in relation to required skills to fulfil the PCC's role;
 - 12.2.4. the PCC's performance; and

12.2.5 each PCC Member's performance.

- 12.3.** The development needs of the PCC will be monitored by the PCC Chair. On an ongoing basis, PCC Members may undertake and request training and professional development, as appropriate, at HUB24's expense.
 - 12.4.** The PCC will review this Charter annually to ensure that it remains consistent with the PCC's objectives and responsibilities.
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