

Culture, People & Remuneration Committee Charter

1. Introduction

- 1.1. The Culture, People & Remuneration Committee (**Committee**) has been established as a standing committee of the Board and delegated authority to carry out the responsibilities set out in this Charter.
- 1.2. This Charter sets out responsibilities of the Committee and how it will discharge its responsibilities.

2. Role

- 2.1. The role of the Committee is to support the Board to oversee organisational culture, people-related strategies including inclusion and diversity, talent attraction and retention, training, development and succession, and the remuneration strategy and related policies, for The Star Entertainment Group Limited (**The Star**) and its related bodies corporate (**The Star Group**).

3. Responsibilities

- 3.1. The Committee is responsible for the following.

<p>3.1.1. Organisational culture</p>	<p>a. Reviewing and making recommendations to the Board about key organisational culture strategies and culture measurement frameworks, and their alignment with The Star's purpose, values and principles.</p> <p>b. Overseeing development and implementation of initiatives to foster the desired culture (including risk culture) at The Star and making recommendations to the Board about organisational culture.</p> <p>c. Receiving reports about organisational culture-related outcomes from targeted and periodic employee engagement surveys including key insights and themes and management actions to address any areas of concern arising from the surveys.</p>
<p>3.1.2. People and employment</p>	<p>a. Receiving reports about outcomes from periodic employee engagement surveys including key insights and themes and management actions to address any areas of concern arising from the surveys.</p> <p>b. Reviewing and making recommendations to the Board about people-related strategies and key policies, including</p>

	<p>recruitment, retention and termination of employees and contractors, employee and contractor engagement, talent attraction and retention, grievance reporting and resolution, and succession planning for senior executives and key personnel.</p> <p>c. Receiving reports from management about people-related initiatives and the progress against and outcomes of each initiative.</p> <p>d. Reviewing and making recommendations to the Board about key inclusion and diversity policies and related measurable objectives and metrics.</p> <p>e. Reviewing and making recommendations to the Board about progress against and outcomes of inclusion and diversity objectives and metrics.</p> <p>f. Reviewing and making recommendations to the Board about workplace relations strategies and key policies.</p> <p>g. Monitoring workplace relations matters including engagement with industrial organisations.</p> <p>h. Reviewing and monitoring the effectiveness of workplace relations plans and their implementation.</p> <p>i. Reviewing and making recommendations to the Board about superannuation arrangements for employees and contractors.</p> <p>j. Reviewing reports from management about employee grievance processes, grievance reports and investigation outcome</p>
<p>3.1.3. Remuneration and performance strategy</p>	<p>a. Developing and making recommendations to the Board about The Star’s remuneration strategy, including objectives, framework and key policies to promote the desired culture (including risk culture) and behaviours supporting The Star’s suitability to hold licences to operate casinos in New South Wales and Queensland, to operate within approved risk appetites, and to foster ethical decision making.</p> <p>b. Reviewing and making recommendations to the Board about key remuneration policies.</p> <p>c. Assessing and advising the Board about the effectiveness of the remuneration strategy and key remuneration policies.</p> <p>d. Reviewing gender pay equity and management’s actions to rectify any gaps or discrepancies.</p> <p>e. Reviewing and making recommendations to the Board about remuneration policies to foster inclusion and diversity and achieve gender diversity objectives.</p> <p>f. Reviewing and making recommendations to the Board about key performance policies and plans, and key performance indicators and measurable objectives for each performance period.</p>

	<p>g. Reviewing and making recommendations to the Board about fixed and variable remuneration budgets.</p> <p>h. Reviewing and making recommendations to the Board about remuneration for senior executives or key personnel which falls outside of the remuneration strategy or exceeds approved remuneration policies.</p>
<p>3.1.4. Remuneration and performance outcomes</p>	<p>a. Receiving and assessing reports from the Audit Committee, the Risk & Compliance Committee and the Safer Gambling, Governance & Ethics Committee about matters relevant to consideration of performance and variable remuneration outcomes for the Group Chief Executive Officer & Managing Director (CEO & MD), senior executives and key personnel for a performance period.</p> <p>b. Assessing and making recommendations to the Board about the outcomes of remuneration reviews for the CEO & MD, senior executives and key personnel.</p> <p>c. Reviewing and making recommendations to the Board about the achievement (or otherwise) of key performance indicators and measurable objectives for a performance period.</p> <p>d. Making recommendations to the Board about the exercise of any discretions relating to the awarding or otherwise of incentives relating to a performance period.</p> <p>e. Reviewing and making recommendations to the Board about termination payments, and malus and clawback arrangements.</p>
<p>3.1.5. Recognition programs and equity schemes</p>	<p>a. Reviewing and making recommendations to the Board about recognition programs.</p> <p>b. Assessing the effectiveness of The Star’s recognition programs.</p> <p>c. Reviewing and making recommendations to the Board about the establishment, design or material amendment to equity plans.</p> <p>d. Approving any non-material and compliance-related changes to equity plans.</p>
<p>3.1.6. Learning, development and mandatory training</p>	<p>a. Developing and advising the Board about initiatives relating to mandatory training obligations and requirements under the casino legal and regulatory regimes in New South Wales and Queensland, including training mandated by New South Wales and Queensland casino regulators, for close associates and licensed employees and contractors.</p> <p>b. Reporting to the Board about mandatory training delivery and completion for close associates and licensed employees and contractors.</p> <p>c. Reviewing and making recommendations to the Board about employee and contractor learning and development strategies and key policies.</p>

	<p>d. Receiving reports from management about employee and contractor learning and development initiatives, including the uptake of voluntary learning and development and the progress against and outcomes of each initiative.</p> <p>e. Receiving reports from management about employee and contractor induction programs and their effectiveness.</p> <p>f. Reviewing and making recommendations to the Board about The Star Academy strategy, policies and learning and development offerings.</p>
<p>3.1.7. Board, committee and related fees</p>	<p>a. Reviewing and making recommendations to the Board about the non-executive director (NED) fee pool.</p> <p>b. Reviewing and making recommendations to the Board about fees for the Board Chairman, NEDs, Board Committee chairs and members, and casino licensee subsidiary Compliance Committee members.</p> <p>c. Reviewing and making recommendations to the Board about fees for services rendered to The Star by non-employees such as board and committee observers.</p>
<p>3.1.7. Remuneration governance and reporting</p>	<p>a. Assessing and advising the Board about the effectiveness of people-related strategies and key policies.</p> <p>b. Reviewing reports from management about material breaches of people-related policies.</p> <p>c. Reviewing reports from management and making recommendations to the Board about material breaches of remuneration and reward policies.</p> <p>d. Reviewing reports about people-related whistleblower disclosures, including outcomes of investigations into the reported conduct and any action taken where allegations were substantiated.</p> <p>e. Reviewing and making recommendations to the Board about minimum shareholding levels for NEDs and the CEO & MD, senior executives and key personnel.</p> <p>f. Exercising the powers, responsibilities and discretions specified in remuneration, incentive or equity plan documents.</p> <p>g. Making recommendations to the Board about appointment of remuneration consultants and entering into remuneration consultancy contracts pursuant to the <i>Corporations Act 2001</i> (Cth), and the adoption of any recommendations made by the remuneration consultant.</p> <p>h. Reviewing and making recommendations to the Board about remuneration, inclusion and diversity, and people-related disclosures including the Remuneration Report and relevant content in the Corporate Governance Statement, the Annual Report, and the Sustainability Report.</p>

<p>3.1.8. Remediation program</p>	<p>a. Reviewing and making recommendations to the Board about implementation of initiatives for each of the following Remediation Plan workstreams:</p> <ul style="list-style-type: none"> • 00 Organisational Readiness; • 02 People; • 03 Culture; and • 11 Training & Leadership. <p>b. Reviewing reports from management relating to the progress of implementation of initiatives relating to each of the above-listed Remediation Plan workstreams.</p>
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- 3.2. In performing its role and fulfilling its responsibilities, the Committee will have regard to The Star Group's culture and suitability to hold licences to operate casinos in New South Wales and Queensland.
- 3.3. The Committee will also be responsible for any other matters delegated to the Committee by the Board from time to time.

4. Composition

- 4.1. The Committee will comprise at least three independent non-executive directors (**NEDs**) appointed by the Board.
- 4.2. The Committee chair (**Committee Chair**) is appointed by the Board and must be an independent NED who is not the Chairman of the Board (**Board Chairman**).
- 4.3. To facilitate the flow of risk-related information between the Committee and each of the Audit Committee, the Risk & Compliance Committee, and the Safer Gambling, Governance & Ethics Committee, at least one member of the Committee will also be a member of one of the Audit Committee, the Risk & Compliance Committee, and the Safer Gambling, Governance & Ethics Committee.
- 4.4. The Group Company Secretary of The Star (or their delegate) will act as secretary for the Committee (**Secretary**).

5. Meetings

- 5.1. The Committee will meet at least four times each year, and more frequently if required.
- 5.2. A quorum will constitute two Committee members.
- 5.3. Meetings may be held in person, by electronic means, or by a combination of both methods, as determined by the Committee Chair.
- 5.4. Except in circumstances where there is an urgent need for the Committee to meet, Committee members must be given at least seven days' notice of scheduled meetings.
- 5.5. Each Committee meeting must have an agenda which, except in circumstances where an urgent meeting has been called, is distributed along with the papers for each scheduled meeting to each director at least seven days prior to the scheduled meeting.

- 5.6. The Committee may invite any person (including employees and contractors of The Star and any advisers to The Star) to attend meetings at its discretion.
- 5.7. The following will have a standing invitation to Committee meetings:
 - 5.7.1. the CEO & MD;
 - 5.7.2. the Manager – The Star Sydney Casino, Special Manager – Treasury Brisbane, Special Manager – The Star Gold Coast Casino;
 - 5.7.3. the Group Chief People Officer (**CPO**)
 - 5.7.4. the Group Chief Risk Officer (**CRO**);
 - 5.7.5. the Group Chief Legal Officer (**CLO**); and
 - 5.7.6. the General Manager Remuneration and Benefits.
- 5.8. The draft minutes of each Committee meeting that have been approved by the Committee Chair will be circulated to the Committee for approval at the Committee meeting immediately following each Committee meeting.
- 5.9. The Secretary is responsible for retaining and maintaining all records of the Committee, including meeting papers and minutes.

6. Reporting and escalation of material matters

- 6.1. All directors will have a standing invitation to, and may attend, all Committee meetings.
- 6.2. All directors will receive Committee papers (subject to any conflict of interest with any matter being considered by the Committee).
- 6.3. The Committee Chair must provide a verbal briefing about material matters considered by the Committee and will communicate any recommendations from the Committee to the Board at the Board meeting that is scheduled immediately following each Committee meeting.
- 6.4. The Committee Chair must formally escalate and report to The Star Board via the Board Chairman any matters determined by the Committee to have or which could have a material adverse impact on The Star or The Star Group within 24 hours of the Committee meeting at which the determination was made by the Committee.
- 6.5. The Committee will refer issues and matters to another Board committee if the issue / matter:
 - 6.5.1. falls within the mandate of another Board committee; or
 - 6.5.2. would be useful for another Board committee to be informed about or consider.

7. Access to information, personnel and resources

- 7.1. The Committee will have access to any information (including company records), personnel and resources of The Star it requires to discharge its responsibilities.
- 7.2. The Committee has the right to seek information and ask any questions of management, the internal auditor, the external auditor, the CPO, the CRO and the CLO, and any other external / independent expert or adviser to enable the Committee to discharge its responsibilities.
- 7.3. Provided Committee members are not aware of any reasons not to do so, the Committee is entitled to rely on:
 - 7.3.1. any advice, information, and assurances provided by management about matters within their respective areas of expertise; and

7.3.2. the expertise of external / independent advisers and experts.

8. Independent advice

8.1. The Committee may, with the prior approval of the Board Chairman, seek independent professional advice at The Star's expense.

9. Performance review

9.1. The performance of the Committee and its members will be reviewed and assessed as part of the Board's annual performance review, including an external review of the performance of the Committee every three years.

10. Review of Charter

10.1. The Committee will review this Charter every year, and more often if required, and make recommendations for amending the Charter to the Board for approval.

Approved on: 30 November 2023

Approved by: The Star Entertainment Group Limited Board

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