People and Culture Committee Charter

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1. Purpose and Authority

1.1. Purpose

3P Learning Limited ABN 50 103 827 836 (the **Company**) has established the People and Culture Committee (**Committee**) as a delegated committee of the board of directors of the Company (**Board**).

The purpose of this Charter is to specify the authority delegated to the Committee by the Board and to set out the role, responsibilities, membership and operation of the Committee.

1.2. Authority

Established in accordance with the Company's constitution, the Committee authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities.

The Committee has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

The Committee is empowered to investigate any matter, and access all functions and operations within the Company in relation to the matters in this Charter.

2. Role of the Committee

2.1. People and Culture

The Committee advises and assists the Board to oversee policies and practices designed to:

(a) enable the Company to attract, retain and motivate directors, executives and employees who will create value for shareholders within an appropriate risk management framework;
(b) enable the impartation of the Company's culture and values for its long term goals and objectives;
(c) review the measures, outcomes and actions of employee engagement initiatives;
(d) encourage the creation of an 'Employer of Choice' culture within the Company with strong alignment to business requirements and Company values, including by seeking to embed the principles of inclusion, diversity and flexibility;
(e) review and oversee, in conjunction with the Audit and Risk Committee, the risks and strategies to mitigate risks associated with conduct and the culture within the operations of the Company.

2.2. Nomination

The Committee assists and advises the Board on:

(a) Board appointments and succession planning;
(b) induction and continuing professional development programs for directors;
(c) the appointment of the Chief Executive Officer (CEO);
(d) the development and implementation of a process for evaluating the performance of the board, its committees, directors and CEO;
(e) oversight of plans in place to manage the succession of the CEO and other senior executives,

with the objectives to ensure that

(f) the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives, experience and skills, and in the best interests of the Company as a whole;
(g) the Executive leadership has focused talent development and succession plans for the Company's strategic goals.

2.3. Remuneration

The Committee also assists and advises the Board on:

(a) Remuneration policies and practices for the Board, the CEO, Senior Executives and employees who individually or collectively, affect the financial soundness of the Company;
(b) matters related to remuneration and people strategy aligning to the Company's goals and objectives.

The objectives of the policies, practices and initiatives overseen by this Committee are designed to:

(a) enable the Company to attract, retain and motivate directors, executives and employees who will create value for shareholders within an appropriate risk management framework, by providing remuneration packages that are equitable and externally competitive;
(b) be fair and appropriate having regard to the performance of the Company and the relevant director, executive or employee;
(c) comply with relevant legal requirements.

3. Committee Responsibilities

3.1. Nomination responsibilities

The Committee is responsible for:

3.1.1. Board and Executive Appointments

(a) identifying and making recommendations regarding the necessary and desirable competencies of directors;
(b) making recommendations regarding the composition, skills and size of the Board;
(c) developing and reviewing the process for:
    (i) the selection, appointment of new directors,
    (ii) the assessment on the re-election of directors,
    (iii) the selection of the CEO and relevant senior executives,
    (iv) and ensuring the process is transparent to the Board;
(d) identifying and making recommendations to the Board for the appointment of new Board and CEO candidates, having regard to their skills, experience and expertise;

3.1.2. Board and CEO performance

(a) overseeing the development and implementation of a process for the evaluation of the performance of the Board, Board committees, directors and the CEO individually, using both measurable and qualitative indicators;
(b) review and maintain oversight of succession plans of senior executives.

3.1.3. Board Independence

(a) reviewing the time required to be committed by non-executive directors to properly fulfil their duties to the Company and whether non-executive directors are meeting these requirements;
(b) assisting the Board in assessing the independence of each non-executive director;

3.1.4. Succession of Board, CEO or senior executives

(a) reviewing and making recommendations in relation to Board and senior executive succession plans and processes, including for the CEO and other senior executive positions and being conscious of each director's tenure, to maintain an appropriate balance of skills, experience, expertise and diversity;
(b) providing advice and recommendations to the Board with respect to the removal of a director or the CEO. and
(c) reviewing the performance of the Chairperson and reporting the results of the evaluation to the Board.

3.2. Remuneration Responsibilities

The Committee is responsible for the following functions to assist the Board in discharging its responsibilities in relation to:

3.2.1. Remuneration policy and framework

Developing, reviewing and making recommendations to the Board on:

(a) policies in relation to executive and non-executive director fees and remuneration;
(b) the remuneration packages to be awarded to senior executives;
(c) equity and Incentive plans retention or termination payments for senior executives;
(d) major changes to employee benefits structures in the Company;
(e) company remuneration policies, practices and systems, and the remuneration trends across the Company, including:
    (i) the trends in base pay for senior management relative to that of all Company employees; and
    (ii) monitoring gender pay equity across the Company, including overseeing the Company's compliance with reporting obligations under the Workplace Gender Equality Act 2012 (Cth) and reviewing management reports on the outcomes of those submissions.

3.2.2. Incentive schemes and equity based remuneration

For any incentive schemes or equity based plans which are adopted, the Committee is responsible for:

(a) reviewing their terms (including any performance hurdles);
(b) overseeing their administration (including compliance with applicable laws that restrict participants from hedging the economic risk of their security holdings);
(c) considering whether shareholder approval is required or desirable for the schemes or plans and for any changes to them; and
(d) ensuring that payments and awards of equity are made in accordance with their terms and any shareholder approval.

3.2.3. Remuneration and Proxy Advisers

(a) any engagement of a remuneration consultant is approved by the Board or the Committee and the remuneration consultant must report its recommendation directly to either or both of the members of the Board (other than an executive director) or members of this Committee;
(b) the Committee and the Board are satisfied with the arrangements put in place to ensure that any remuneration recommendation made by the remuneration consultant is made free from undue influence from any member of the key management personnel to whom the recommendation relates; and
(c) the Committee will provide the Board with information sufficient to ensure that the Board makes an informed decision in relation to the Committee's recommendations.

as necessary, the perspective of external proxy advisers and shareholders on the remuneration policies, practices and the annual remuneration report of the Company.

3.3. People and Culture responsibilities

The Committee is responsible for:

3.3.1. People and Culture Policies:

reviewing and advising the Board in the matters of:

(a) Company's policies designed to support the recruitment and retention of a diverse pool of individuals across each role and region;
(b) Company's initiatives in workplace flexibility and productivity
(c) Company policies and initiatives in relation diversity, including matters of diversity and inclusion;
(d) Reviewing the adequacy of the Company's Code of Conduct and supporting policies to ensure they reflect the Company's values and applicable legal requirements, and advising the Board on any material updates required.
(e) Overseeing, in conjunction with the Audit and Risk Committee, that the Company's people management and performance processes are administered in a manner that does not compromise the protections afforded to whistleblowers under the Whistleblower Policy and the Corporations Act 2001 (Cth).
(f) Noting that mandatory training obligations, including anti-bribery and corruption training, are tracked and reported to the Audit and Risk Committee, and ensuring that people systems support the fulfilment of those training obligations across all jurisdictions.

3.3.2. Diversity Objectives

Reviewing and recommending to the Board measurable objectives for achieving diversity (including gender diversity) at the Board and across the organisation, assessing the Company's performance against those objectives at least annually, and ensuring that the outcomes of that assessment are disclosed in the Company's annual report.

4. Reporting and Disclosure

The Committee will liaise with the Board in relation to the Company's remuneration related reporting in the financial statements and remuneration report required by the Corporations Act.

The Committee will approve an annual remuneration report containing information on the Company's remuneration policy, practices, attendance at and frequency of Committee meetings and make recommendations to the Board for the inclusion of the remuneration report in the Company's annual report.

The Committee will make recommendations to the Board regarding the process for evaluating performance of the Board, its committees, the directors, and CEO.

The Committee will ensure that all applicable governance, accounting and legal requirements regarding disclosure of remuneration, in all forms, are complied with.

The Committee Chairperson will attend the Company's annual general meetings prepared to respond to any shareholder questions on the Committee's activities.

5. Delegation

The Committee may delegate any of its powers and responsibilities as the Committee thinks appropriate for the administration of director, senior executive and employee share, option or other plans, to senior management.

The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management or engaging external remuneration consultants to provide information to the Committee.

The Committee also has the authority to conduct or direct any investigation required to fulfill its responsibilities.

6. Membership

6.1. Composition and size

The Committee will consist of at least three members, a majority of whom are independent, non-executive directors.

Each member must be free from any interest, position, association or relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgement as a member of the Committee.

Each member is expected to possess adequate remuneration, regulatory and industry knowledge to carry out his or her responsibilities as a member of the Committee.

The term of service of Committee members will be reviewed by the Chairperson at least annually, with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee.

6.2. Chairperson

The Chairperson of the Committee must be an independent non-executive director. The Chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a Chairperson for the meeting.

6.3. Secretary

The company secretary is the secretary of the Committee.

7. Committee Meetings and Process

7.1. Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's Constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this Charter.

Committee members may attend meetings in person or by electronic means.

7.2. Frequency and calling of meetings

The Committee will meet as frequently as required to perform its functions. The Chairperson must call a meeting of the Committee if requested by any member of the Committee, or the Chairperson of the Board.

7.3. Quorum

Two directors constitute a quorum for meetings of the Committee.

7.4. Attendance by management and advisers

The Committee Chairperson may invite the CEO, chief financial officer, other senior executives, directors who are not members of the Committee and external advisers to attend meetings of the Committee.

7.5. Conflicts

No member of the Committee will participate in the determination of their own remuneration or the specific remuneration policies that are applicable to them.

7.6. Notice, agenda and documents

Unless otherwise agreed or considered necessary by the Chairperson, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation, will be circulated by the secretary to each Committee member and any other individual invited to attend, not less than seven working days before the meeting.

7.7. Minutes

The secretary will keep a minutes books to record the proceedings and resolutions of Committee meetings.

The Chairperson of the Committee, or delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

The Committee must refer any matter of significant importance to the Board for its consideration and attention.

8. Committee's Performance Evaluation

The Committee will review its performance at least annually, or earlier if circumstances dictate, and whenever there are major changes to the management structure of the Company.

The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this Charter.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

9. Review and Publication of this Charter

The Committee will review its Charter at least every two years to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made. The Charter may be amended by resolution of the Board.