

city chic collective

PEOPLE, CULTURE AND REMUNERATION COMMITTEE CHARTER

Purpose

This Charter sets out the authority, role and responsibilities, membership and operation of the People, Culture and Remuneration Committee (previously the Nomination and Remuneration Committee) (the 'Committee').

Authority

The Board, through the Constitution and its Charter, has delegated authority to the Committee to assist the Board to oversee City Chic's remuneration strategy, policies and practices for executives and Directors, the implementation of City Chic's desired culture, executive succession planning including diversity, inclusion and other people related matters.

Role and responsibilities of the Committee

The role of the Committee is to assist and advise the Board in relation to:

- the Company's remuneration strategy, framework, policies and practices generally;
- specific recommendations on remuneration packages and other terms of employment for the Chief Executive Officer and other executive directors;
- the Company's people and culture related strategies, policies and practices;
- the composition of the Board;
- Board and Chief Executive Officer succession planning generally; and
- the program for Director induction and continuing professional development.

The responsibilities of the Committee include:

Board composition, Board and senior executive appointments, skills and succession planning

- to review, assess and make recommendations to the Board on the necessary and desirable competencies of the executive members of the board of directors;
- to oversee the selection and appointment practices for executive directors and senior executives of the company;
- to develop succession plans for the Board and to oversee development by management of succession planning for senior executives;
- assisting the Board with the process for the appointment and re-appointment of non-executive directors to the Board, identification of suitable candidates for appointment to the Board as additional members or to succeed existing members;
- making recommendations on Board and Committee structure;
- assisting the Board in assessing whether the Directors as a group have the skills, knowledge, experience, independence and diversity to discharge the Board's role effectively and deal with both existing and emerging business and governance issues, and identifying the appropriate capabilities required based on that assessment;
- making recommendations to the Board on the appointment of the Chief Executive

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- Officer and the Chairman of the Board;
- overseeing the continuing professional development of the Board.

Remuneration

- to assist the Board in determining appropriate and relevant remuneration and incentive policies that are aligned with the Company's core capabilities and values, strategic objectives and risk appetite, having regard to the following objectives:
 - to ensure the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its shareholders and other stakeholders;
 - to attract and retain skilled executives;
 - to structure short and long term incentives that are challenging and linked to the creation of sustainable shareholder returns; and
 - to ensure any termination benefits are compliant with all legal and regulatory requirements, justified and appropriate;
- reviewing and recommending to the Board the terms of any short-term incentive plans and long-term or equity-incentive plans;
- recommending to the Board the remuneration for the Chief Executive Officer and assisting and proving recommendations on the remuneration of the Executive Leadership Team;
- recommending to the Board the remuneration framework for Non-executive Directors including the Chairman and Committee Chairs;
- approving the appointment of remuneration consultants for the purposes of the *Corporations Act 2001 (Cth)*;
- reviewing and facilitating shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.

People and Culture

- recommending to the Board, for approval, measurable objectives for achieving gender diversity in the composition of the Board, senior executives and the work force generally, having regard to appropriate and meaningful benchmarks;
- monitoring the Company's progress towards achieving those gender diversity objectives;
- overseeing the Company's initiatives to promote broad diversity and inclusion and overseeing the effectiveness of those programs;
- overseeing matters relevant to the Company's 'employer brand' and employee engagement;
- overseeing the Company's people policies, practices and development programs so that they aligned to the Company's values, core competencies and risk appetite, and support the Company to attract, develop, retain and motivate employees and to align their interest with that of shareholders and other stakeholders;
- assisting the Board to monitor serious breaches of the Code of Conduct and other 'people' related policies.

Members

The Committee is comprised solely of Non-executive Directors, with no fewer than three members, appointed by the Board. The majority of the Committee, and its Chair, are

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independent.

The Chair of the Committee will be elected by and hold office for the period determined by the members of the Committee and must not also be the Chair of the Board.

All Directors have a standing invitation to attend meetings of the Committee. Executives, including Executive Directors will not participate in that portion of the meeting at which their own remuneration or its structure are under discussion.

The Committee should be of sufficient size and independence, and its members between them should have the necessary knowledge of remuneration and people matters and sufficient understanding of the industry in which the Company operates, to be able to discharge the Committee's role effectively.

Procedures

The Committee shall meet as frequently as required in order to fulfil their role. However, it is intended that the Committee will meet at least twice each year.

A quorum for Committee meetings will be two members.

The date, times and venues of each meeting will be notified by the Company Secretary to all members of the Committee as far in advance as possible and supporting papers for each meeting will be distributed at this time as well.

The Committee may have access to internal and external resources, including seeking advice or assistance from external advisors or specialists if it considers this necessary or appropriate to fulfil its role. The Committee may obtain information from, consult with and invite to Committee meetings such members of management, as it considers appropriate.

Reporting

The Committee reports to the Board following each Committee and relevant papers and minutes are provided to all Directors. The Committee will make recommendations to the Board as it deems necessary.

Review

The Committee Charter must be approved by the Board.

The Committee will review the Charter every two years to maintain its relevance and effectiveness and make recommendations for any amendments to the Board.

The Charter is available on the Company's website.

Approved by the Board – June 2021