

People, Remuneration and Culture Committee Charter

The Ports of Auckland Board of Directors (“the Board”) has established a Committee of Directors known as the People, Remuneration and Culture Committee (“the Committee”)

Objective

- 1.1 The objective of the Committee is to assist the Board in all matters related to human resources, culture and remuneration.

Composition

- 2.1 The Committee is appointed by the Board and comprises a minimum of two Directors.
- 2.2 The Chairperson of the Committee will be an independent Director and is appointed by the Board.
- 2.3 The Committee will consist of a majority of independent Directors.
- 2.4 The quorum of the Committee shall be two members. The Committee may co-opt any other Director of POAL to attend a Committee meeting if one of the Committee members is absent or unavailable. Any Director so co-opted shall be counted as part of the quorum.
- 2.5 The Chief Executive, General Manager – People and Culture and Governance and Risk Manager will attend meetings of the Committee by invitation. Other representatives of Management as considered appropriate may attend meetings by invitation.

Authorities

- 3.1 The Committee does not have the authority to make a decision in the Board’s name or on its behalf unless specifically authorised to do so by this Charter or as directed by the Board. The Committee will make recommendations to the Board as set out in this Charter.
- 3.2 Directors have complete access to Ports of Auckland’s Senior Executive team through the Chairman, Chief Executive or Governance and Risk Manager at any time.
- 3.3 The Committee is authorised by the Board to obtain, at the expense of the Company, outside legal or other independent professional advice as it sees necessary in carrying out its responsibilities.

Responsibilities

The responsibilities of the Committee will be those delegated by the Board from time to time and shall include (without limitation):

People

- 4.1 Ensuring the Company has effective people and culture strategies and processes including those related to:
- > Recruitment and Selection.
 - > Employment Provisions.
 - > Performance Management.
 - > Capability Development.
 - > Talent Management and Succession Planning.
 - > Employee Engagement and Culture.
 - > Diversity, Equity, and Inclusion,

and monitoring Management's execution of those strategies and processes.

- 4.2 Review of the effectiveness of the Code of Conduct and recommendation to the Board for approval.
- 4.3 Review of the effectiveness of the Human Resource Policies and recommendation to the Board for approval
- 4.4 Review of the effectiveness of the Diversity and Inclusion Policy for the Company and recommendation to the Board for approval as required

Note

- > The process for Executive team appointments is outside this committee and sits with the whole Board.
 - > The process for Director appointments is outside of this committee and sits with the whole Board (and the Council).
- 4.6 Monitoring the key risks that relate to Port of Auckland's employment and people strategy.
- 4.7 Overseeing the Executive Leadership Team and Chief Executive Officer succession talent map.
- 4.8 Review the annual performance assessments of the Executive Leadership Team.

Remuneration

- 5.1 Annual review of and recommendation for approval by the Board on the Remuneration Policy for the Company.
- 5.2 Establishment and recommendation for approval by the Board on the principles for the Company's remuneration framework including:
- > short term and long-term incentive plans;
 - > structure and principles for annual remuneration review for employees on individual employment agreements;
 - > all other components of employee remuneration packages.

- 5.3 Review of and recommendation for Board approval all payments to be made under the remuneration framework to the CEO's direct reports
- 5.4 Reviewing employment agreements for the Senior Leadership team.
- 5.5 Approval of bargaining mandates for negotiation of collective agreements.

Reporting

- 6.1 Overseeing the preparation of any reports required by law or requested by the Board including relevant remuneration sections of the annual report and other shareholder documents. Review of and recommendation to the Board for approval any Remuneration Report to be included in the Annual Report.

Frequency of Meetings

- 7.1 The Committee will meet on an as required basis to ensure it fulfils its responsibilities.

Administration

- 8.1 The Head of Governance and Risk or their nominee shall act as secretary to the meeting. The Office of the CEO shall provide all secretariat functions for the Committee.

Review of Committee Charter

- 9.1 The Committee shall undertake an annual self-review of its objectives and responsibilities and of its Charter and report back to the Board.
- 9.2 The Committee may at any time initiate a review of this Charter and make appropriate recommendations to the Board.

Approved by: Board

Date approved: 124 May 2023