



BRISCOE
GROUP LIMITED

Briscoe Group Limited

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BRISCOE GROUP LIMITED

HUMAN RESOURCES COMMITTEE CHARTER

OBJECTIVE

The objective of the Human Resources Committee is to assist the Board in discharging its duties in overseeing the establishment, implementation and maintenance by the Group's management of appropriate human resources strategies, systems and policies that provide Briscoe Group with the capability and capacity to achieve its short- and long-term business objectives and to satisfy regulatory requirements.

COMPOSITION

The Committee is to comprise at least three Directors and is to include at least two Independent Directors.

The Chair of the Committee will be an Independent Director.

The Committee Chair and other Committee members are appointed by the Board and the Board retains the right to change the Committee appointees and the Committee Chair from time to time.

ACCESS AND AUTHORITIES

The Committee has all necessary access to and the authority of the Board to seek any information it requires of management and employees to fulfil its functions, duties, and responsibilities.

The Committee is authorised by the Board, to obtain at the expense of the Company, outside legal or other independent professional advice as it considers appropriate in carrying out its responsibilities.

The Committee makes recommendations to the Board on all matters requiring a decision. The Committee does not have the authority to decide in the Board's name, unless specifically delegated by the Board to do so.

RESPONSIBILITIES

The responsibilities of the Committee are as listed below (all of which may be changed) by the Board at any time (without limitation):

HUMAN RESOURCES FRAMEWORK:

- Ensuring that appropriate principles and policies for employment agreement structures are in place and being adhered to.

- Reviewing at least annually the appropriateness of the key HR policies and strategies, then making any recommendation to the Board for approval.
- Ensuring the HR strategy has effective people strategies and processes including those related to:
 - Organisational Culture;
 - Recruitment and selection;
 - Employment terms and conditions;
 - Performance management;
 - Recognition and reward;
 - Capability development;
 - Talent management and succession planning;
 - Employee engagement;
 - Health, Safety and Wellbeing;
 - Privacy as it relates to employees and employment;
 - Diversity and inclusion;
 - Identifying and mitigating risks.
- Overseeing identification and management of people-related risks throughout the Group.
- Encouraging the wellbeing, health and safety for all employees and other visitors or participants in the Group, including independent contractors.
- Ensuring compliance with all regulatory requirements across all aspects of Human Resources.
- Ensuring that appropriate due diligence is conducted to satisfy the Board that the necessary and agreed processes, systems, checks, and balances, including desired and required outcomes are in place and effective.

REMUNERATION:

- Reviewing annually the Remuneration Policy for the Group to ensure it remains effective and is aligned with shareholder expectations and the Group's strategic objectives, then making a recommendation to the Board for its approval.
- Ensuring that appropriate principles, policies and strategies are in place to effectively manage salaries, wages and any other remuneration related elements
- Reviewing and making recommendations for Board approval related to the remuneration of the Managing Director and senior executives, including their short and long term incentive plans, on an annual basis.
- Reviewing and making recommendations for Board approval of all payments and allocations to be made outside Board-approved Remuneration Policies.
- Ensuring that appropriate principles and policies are in place for:
 - Short-, medium- and long-term incentive plans;
 - Plans involving any form of equity in the Company
- Reviewing all allocations of equity instruments that are proposed by the Managing Director to be made to Group executives and other key personnel, then making a recommendation to the Board for approval.

REPORTING

Overseeing the preparation of any reports required by law or listing rules or requested by the Board including relevant remuneration sections of the annual report and other shareholder documents.

FREQUENCY OF MEETINGS

The Committee will meet at least twice per year and on an as required basis to ensure it fulfils its responsibilities.

PUBLICATION

The Charter is available on the Briscoe Group website, www.briscoegroup.co.nz.

This Charter was last approved by the Board in May 2024 and will be reviewed every 12 months.