

PURPOSE

The People and Culture Committee (Committee) has been established by the Board of Ingenia Communities Group (Ingenia or Group) to assist the Board with people, culture and remuneration related strategies, policies, frameworks and practices, including sustainability (strategy and target setting) and safety.

RESPONSIBILITIES OF THE COMMITTEE

The Committee has the following areas of responsibility.

PEOPLE, CULTURE AND SUSTAINABILITY

- Assist the Board to instil and monitor the desired culture of the organisation;
- Review and recommend any changes to the Group's Code of Conduct, including the Group's values and achievement of its purpose;
- Review and monitor the organisation's approach to instilling the desired culture and employee engagement, and report to the Board on any material matters relating to the leadership and culture of the organisation. Report any material breaches of the Group's key policies, Code of Conduct, or behaviours that are inconsistent with the Group's values to the Board;
- Review and make recommendations to the Board on the Group's environmental, social and governance (ESG) strategy, and oversee the Group's approach to sustainability, including climate related sustainability initiatives, social and community impact in the areas Ingenia operate in and governance processes related to those matters;
- Monitor the Group's progress in meeting sustainability and climate related targets set by management, and report to the Board on the progress and the ongoing appropriateness of the targets;
- Assist the Board with overseeing and monitoring the workplace practices and policies related to employee safety and wellbeing, ensuring safety is part of the culture of the organisation and any material incidents or breaches are reported to the Board;
- Monitor the effectiveness of the Group's diversity, equity and inclusion strategy, policy and practices, including assessing and making recommendations to the Board on diversity targets, including gender targets, and measurement of these targets;

MANAGING DIRECTOR, EXECUTIVES AND SENIOR MANAGEMENT

- Review, consider and make recommendations to the Board on the appointment, terms and remuneration for the Managing Director/CEO (or other executive directors, including base pay, incentive payments, equity awards, retirement rights, termination payments, service contracts) having regard to executive remuneration

guidelines, current market practice and trends;

- Review, consider and make recommendations to the Board on the terms of employment and remuneration (including incentive awards, equity awards and service contracts) for senior executives reporting to the Managing Director/CEO and, as part of this review, oversee an annual performance evaluation of the senior executive team;
- Review and make recommendations to the Board regarding attraction and retention strategies, including executive remuneration generally (e.g. base pay, incentive payments, equity awards, other executive benefit programs and termination policies) having regard to remuneration frameworks, guidelines, legal and regulatory requirements, market practice and trends, benchmarking and industry landscape;
- Review and make recommendations to the Board regarding the design of short term incentives, performance metrics and targets (both financial and non-financial, including climate related performance targets), as well as assess performance against those metrics and outcomes for the Managing Director/CEO and senior executives;
- Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Group, the performance of the executive and prevailing remuneration expectations in the market;
- Review and make recommendations to the Board in relation to the development plans and succession plans for the Managing Director/CEO and senior executives reporting to the Managing Director/CEO.
- Review and approve the Group's remuneration framework and policies to ensure they align to the achievement of the Group's purpose, are able to attract and retain the type and calibre of employees that fit the desired culture, and are compliant with relevant legal and regulatory requirements.

EQUITY BASED INCENTIVE PLANS AND EMPLOYEE SHARE SCHEME

- Review and recommend to the Board the design of any equity-based incentive plans that may be introduced (Plan/s) in the light of legislative, regulatory and market developments;
- For each Plan, determine each year whether awards will be made under that Plan;
- Review and recommend to the Board the total proposed awards under each Plan;
- In addition to considering awards to executives and direct reports to the Managing Director/CEO, review and recommend to the Board the proposed eligibility and quantum of rights issued under the Group Rights Plan;
- Review performance hurdles for each equity-based incentive plan; and

- Review and recommend to the Board any material changes to the terms of any existing Group equity-based incentive plans including the Group Rights Plan Rules;
- Review and recommend the quantum and eligibility for the issue of securities under the general Employee Share Scheme; and
- The Committee Chair and the CEO, to review and approve the purchase of securities on market as required from time to time, to ensure the Employee Share Trust account maintains a sufficient number of securities to enable vesting of the relevant rights issued to employees under any equity-based incentive plan.

NON-EXECUTIVE DIRECTORS AND NOMINATION

- Review, consider and make recommendations to the Board on the remuneration for each non-executive director, including on-going appropriateness and level of remuneration;
- Assist the Board in reviewing and monitoring the size, composition and desired competencies of the Board, and establish appropriate succession plans for the Board, with a view to maintaining the relevant balance of skills and experience on the Board;
- Annually review the Board skills matrix to ensure it captures the desired mix of skills and diversity the Board has or is looking to obtain to address existing and emerging business issues, and assess director skills against the skills matrix to assist determining whether there are any areas the Board wishes to gain a particular skillset;
- Develop and review continuous professional development programs for directors in order to enhance director competencies and skills and knowledge on key developments affecting the Group and industry in which it operates;
- Assist the Board with the annual performance evaluation of the Board and its committees;
- Assist the Board with the annual assessment of the independence of directors;
- Review and recommend any changes to the 'Selection, Appointment, Nomination and Re-election of Non-Executive Directors Policy';
- Review and recommend to the Board for approval the appointment and re-election of non-executive directors, after considering the 'Selection, Appointment, Nomination and Re-election of Non-Executive Directors Policy', the necessary and desirable competencies of Board members to ensure the appropriate mix of skills and experience, and relevant checks have been undertaken;
- Assist the Board in considering the time required to be committed by a non-executive director to properly fulfill his or her duties as a director; and
- Review directorships in other public companies held by or offered to directors and senior executives of the Company.

OTHER RESPONSIBILITIES

- Review and recommend to the Board the disclosure of remuneration in any public material, including the Remuneration Report in the Group's Annual Report;
- Appoint the external remuneration consultants and approve remuneration consultant fees; and
- Monitor the independence of external remuneration consultants.

COMPOSITION, MEMBERSHIP AND PERFORMANCE

The Committee should comprise:

- At least three members;
- Only non-executive directors, a majority of whom are independent; and
- An independent chair, who is not the chair of the Board.

The Board shall appoint the Committee members and may remove or replace the Chair of the Committee and Committee members by resolution.

The Board will, with the assistance of this Committee, undertake a review of the performance and composition of the Committee at least annually.

MEETINGS

- The Committee will meet at least four times per year, or more frequently as necessary;
- Quorum for a Committee meeting is two members;
- A notice of each meeting confirming the date, time, venue (or by any technological means), agenda, including supporting papers to be forwarded to each member of the Committee as soon as practicable prior to the date of the meeting;
- Any director of the Board may attend and speak at a Committee meeting. Any invitee of a Committee member may attend and speak at a meeting with the approval of the Chair;
- The Secretary will ensure that a record of submissions and papers, together with minutes of meetings, are maintained and be made available for review by any director who is not a member of the Committee; and
- The Chair shall report the findings and recommendations of the Committee to the Board after each Committee meeting.

RESOURCES, INFORMATION AND EXTERNAL ADVISERS

The Committee will inform the Board if it considers that it does not have adequate resources or access to information to enable it to perform its duties properly.

The Committee members have unrestricted access to any information they require from any Ingenia Group employee and external auditors, for the purpose of carrying out their functions as Committee members.

The Committee may also commission independent legal, accounting or other professional advice which is considered a reasonable expense by the Board.

The Committee may refer matters for consideration to other Committees of the Board to consider where relevant.

DISCLOSURE OF INTERESTS

A member of the Committee must disclose any interest that they have in any matter under consideration.

REVIEW OF CHARTER

The Committee will review this Charter every two years or earlier as needed and will make recommendations to the Board as to any changes it considers appropriate.

Any queries or questions regarding this Charter can be directed to the Company Secretary.