

Charter

People & Culture Committee

1. Purpose and Authority

1.1 Purpose

The purpose of this People & Culture Committee Charter is to set out the authority delegated to the People & Culture Committee (“Committee”) by the Board of Directors (“Board”) of Technology One Limited (“the Company”) and to outline the Committee’s role, responsibilities, composition, and operation.

1.2 Authority

The Committee is established by the Board in accordance with the Company’s constitution and is authorised to provide recommendations to the Board to assist the Board in meeting its statutory and regulatory obligations. The Committee has the authority and power to carry out the responsibilities set forth in this Charter and any additional duties assigned to it by the Board from time to time.

2. Role

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

- (a) selection, appointment, removal, development and succession planning of the CEO and non-executive Directors;
- (b) performance, development, evaluation and remuneration of the Executive Leadership Team (to be defined by the MD / CEO from time to time and which will include the CEO, COO and CFO) and non-executive Directors;
- (c) people and culture matters; and
- (d) other matters referred by the Board from time to time.

3. Responsibilities of the Committee

3.1 Board

In relation to the Board, the Committee will have the following responsibilities:

- (a) make recommendations to the Board in relation to Board and Committee size and composition;
- (b) make recommendations to the Board in relation to non-executive director selection, appointment, remuneration, vetting and the application of independence criteria;
- (c) assess the necessary and desirable competencies and experience for Board and Committee membership;
- (d) evaluate initially and on an on-going basis non-executive director’s professional development, commitments, and their ability to commit the necessary time required to fulfil their duties to a high standard;
- (e) ensure a structured process has been established to review and evaluate the performance of the Board and Committees;

- (f) review Board succession plans; and
- (g) ensure that an effective induction process is in place for new Board members.

3.2 Management

In relation to Management, the Committee will have the following responsibilities:

- (a) make recommendations to the Board in relation to selection, appointment, and succession planning for the Chief Executive Officer (CEO);
- (b) review planning and provide recommendations to the CEO in relation to Executive Leadership Team succession;
- (c) make recommendations to the Board in relation to the individual remuneration packages of the CEO and Executive Leadership Team in order to attract, retain and motivate high-calibre senior executives;
- (d) monitor the remuneration framework for the CEO and Executive Leadership Team and make recommendations to the Board on any proposed material changes to remuneration and employee benefit policies;
- (e) review and monitor the Company's practices and policies in relation to talent attraction, development, retention, safety and wellbeing, diversity, employee engagement and culture;
- (f) make recommendations to the Board in relation to the vesting or retention of deferred remuneration and/or equity in the event of the exit of the CEO or any member of the Executive Leadership Team;
- (g) review the exercise of any delegated discretion exercised by the CEO in relation to the vesting or retention by exiting employees of deferred remuneration and/or equity; and
- (h) in relation to Executive Leadership Team, make recommendations to the Board in relation to the vesting of any deferred remuneration including an assessment whether there are any irregularities or other factors that would affect the payment or vesting of that award (that is, consider whether to apply malus provision or utilise discretion).

3.3 People and Culture

The Committee will:

- (a) oversee investigations and make recommendations relating to whistleblower matters and/or potential breaches of the Company's Code of Business Conduct ("The Code") by the CEO, Executive Leadership Team and non-executive directors; and
- (b) review and monitor the Company's compliance with applicable legal and regulatory requirements relating to the People & Culture function (where Board oversight is required), including workplace health and safety.

4 Composition

The Committee will:

- (a) consist of at least three non-executive directors, a majority of whom (including the Chair) must be independent;
- (b) include at least one member who has a deep understanding of people and culture matters; and

- (c) be comprised of a Chair and members appointed by the Board with a review of membership undertaken periodically.

5 Operation

The Committee will operate in the following manner:

- (a) the Committee will meet as often as required to fulfil its responsibilities, and at least three times per year;
- (b) all Committee members are expected to attend each meeting in person or through approved means, such as teleconference or video conference;
- (c) A quorum is two members;
- (d) Any matters requiring decision will generally be decided by consensus, or if consensus is not available, then by a majority of votes of members present;
- (e) The CEO and other executives as considered necessary by the CEO are invited to attend meetings as appropriate.
- (f) The notice and agenda of the meeting will include relevant supporting papers;
- (g) Minutes of meetings will be kept by the Company Secretary (who will act as Committee Secretary);
- (h) The Committee Chair will report recommendations and significant matters to the Board after each meeting;
- (i) The Committee will review its performance on an annual basis. The review will be conducted as a self-assessment and will be coordinated by the Chair; and
- (i) This Charter will be reviewed annually to ensure it remains consistent with the Board's objectives and responsibilities.

Effective Date: 18 February 2026