



People + Culture Committee Charter

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Summary

This Charter sets out the role and responsibilities of the Board's People & Culture Committee, as well as outlining the procedural mechanisms for the appointment of its members, its meetings and other proceedings.

1. Role of the Committee

The primary role of the People & Culture Committee ('Committee') of the board of directors ('Board') of Sims Limited ('Sims' or the 'Company') is to support and advise the Board on the implementation and maintenance of coherent, fair and responsible remuneration policies at Sims which are observed and which enable it to attract and retain executives and directors who will create value for shareholders of the Company.

2. Composition of the Committee

The Committee shall comprise at least three directors of the Company, with a majority being independent.

Appointments, rotations and resignations of Committee members will be recommended to the Board by the Chairperson of the Committee ('Committee Chairperson').

The Committee Chairperson shall be appointed by the Board and shall be an independent director.

The Group Company Secretary of Sims, his or her nominee, will act as Secretary of the Committee.

3. Operations of the Committee

The Committee shall meet at least twice each year and more frequently if circumstances require it.

The dates, times and venues of each meeting of the Committee will be notified by the Secretary as far in advance as possible. An Agenda and supporting papers for each meeting shall be circulated to Committee members, remaining Board members and other attendees (as appropriate), where practicable, no later than five business days prior to the time of the meeting.

Any director may attend meetings of the Committee. The Committee may extend an invitation to any person (internal or external) which it considers appropriate to attend all or part of any meeting of the Committee.

The required quorum for a meeting of the Committee will be reached where at least two Committee members are present, including the Committee Chairperson.

Only members of Committee are entitled to vote on a resolution of the Committee. Resolutions are passed by simple majority. Where required, the Chairperson shall have a casting vote or the matter will be escalated to the Board for decision, as appropriate. The Committee may pass resolutions without a meeting in the manner set out in the Constitution of the company.

Members of the Committee will not participate in discussions and will not vote on any issue in respect of which they have an actual or perceived conflict of interest.

A Committee meeting may be held by Committee members by any technological means by which they are able to simultaneously hear each other and participate in discussion. The minutes of the meeting shall record the method of communication by which the meeting was conducted.

Minutes of a Committee meeting shall be taken and circulated prior to the next Committee meeting. The Committee Chairperson shall report to the Board on any matters of significance recorded in the minutes.

4. Functions of the Committee

Reviewing and making recommendations to the Board in relation to:

- remuneration policies and practices for the Group Chief Executive Officer and any direct reports to the Group Chief Executive Officer, incorporating the use, where appropriate, of external benchmarking;
- the progressive linking, where appropriate, of pay with performance against goals established under any relevant Sims policies;
- the remuneration and incentive performance packages of the Group Chief Executive Officer and direct reports to the Group Chief Executive Officer ensuring that they are reasonable, fair and market-competitive and (in the case of incentive or equity-based remuneration) are linked to appropriate and clearly specified performance targets and made in accordance with any necessary shareholder approval;
- remuneration by gender, including considering whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees;
- any changes to the overall Sims Group's policy regarding remuneration;
- the introduction of new, or materially modifying or terminating existing superannuation and retirement plans; and
- the level of fees (including superannuation where applicable) for the non-executive directors, where necessary with the aid of advice or information from external consultants.

Overseeing the annual performance appraisal, including the establishment and review of performance goals, of the Group Chief Executive Officer by the Board.

Overseeing the succession planning process for the Group Chief Executive Officer and direct reports to the Group Chief Executive Officer by the Board; including the framework for assessing organisational capabilities, employee development, and diversity, equity and inclusion initiatives.

On the recommendation of the Group Chief Executive Officer, reviewing and approving the average salary increase percentages used for the annual salary review.

With regard to employee share, option and other equity based plans:

- reviewing and making recommendations to the Board regarding the design and application of all equity based plans, including allocations;
- keeping all plans under review in light of legislative, regulatory and market developments;

- ensuring that the terms of equity based plans clearly prohibit entering into transactions or arrangements which limit the economic risk of participating in the equity based plans;
- ensuring that equity based plans are structured in a manner that is consistent with the Company's policy on dealing in its securities; and
- reviewing and making recommendations to the Board regarding proposed awards to the Group Chief Executive Officer under each plan.
- Overseeing management's preparation of the annual Remuneration Report for inclusion in Sims's annual report, and recommending the report to the Board for approval.

Overseeing the establishment and implementation of appropriate human resources policies and specific remuneration framework and policies applied across the Sims Group, and making recommendations to the Board as appropriate, including to ensure that they:

- encourage and sustain a culture aligned with Sims's core values;
- support Sims's strategic objectives and long-term financial soundness; and
- are aligned with Sims's risk management framework and risk appetite.

Reviewing and recommending any update to this Charter as deemed necessary.

Performing an evaluation of the Committee's performance at least annually to determine whether it is functioning effectively by reference to current best practice.

5. Annual General Meeting

The Chairperson of the Committee will attend and be available to answer questions regarding the annual Remuneration Report at the Annual General Meeting of the Company.

6. Authority of the Committee

In order to perform its duties, the Committee is authorised, via the Group Chief Executive Officer, to seek any information it requires from any employee of Sims. The Committee is authorised to obtain, at Sims's expense: legal advice, advice from senior management of Sims on Committee issues, and other professional advice on any matters within its Charter, where the Committee considers that advice necessary or appropriate in the carrying out of its duties.