Standards Australia Limited

People, Governance & Risk Committee Charter

Date 27 August 2026

Approved and adopted by the Board on 27/08/2026

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STANDARDS AUSTRALIA LIMITED

PEOPLE, GOVERNANCE & RISK COMMITTEE CHARTER

1. Adoption of Charter

This People, Governance & Risk Committee Charter (**Charter**) will commence on the date that the Directors resolve to adopt it as a By-Law of the Company in accordance with the Constitution of Standards Australia Limited.

2. Defined terms

Terms defined in the Constitution will have the same meaning in this Charter.

In this Charter:

Board means the Board of Directors of the Company.

Committee or PGR means the People, Governance & Risk Committee.

Company means Standards Australia Limited.

Corporations Act means the Corporations Act 2001 (cth).

ACNC Act means the Australian Charities and Not-for Profits Commission Act 2012 (cth).

ACNC Governance Standards means the governance standards that apply to the Company as a registered charity under the ACNC Act.

Member means a non-executive Director appointed by the Board as member of the Committee.

PGR means the People, Governance and Risk Committee.

3. Objectives

The objective of the Committee is to assist the Board in fulfilling its oversight and governance responsibilities in relation to Standards Australia's Chief Executive Officer (CEO), people and culture, governance arrangements, board composition and effectiveness, risk management and compliance, including the Company's obligations under the Corporations Act, the ACNC Act and the ACNC Governance Standards.

The Committee does not relieve the Board or management of their responsibilities or decision-making authority.

4. Duties and Responsibilities

(a) People

Responsibilities include:

(i) Reviewing the existence, currency and adequacy of people policies and procedures and Standards Australia's compliance with its obligations relating to employees and workplace matters.

(ii) reviewing the Company's people and culture strategy, workforce capability, talent management, succession planning, employee engagement, conduct, diversity, equity and inclusion.

(iii) monitoring material people risks, including workplace health and safety and psychosocial safety.

(iv) reviewing organisational remuneration arrangements to ensure they are appropriate and support the Company's purpose, strategy, values, desired culture and risk appetite.

(v) As directed by the Board, overseeing the CEO's appointment, remuneration, performance objectives and assessment, and succession and termination arrangements.

(vi) reviewing remuneration policy and strategy ensuring it reflects the needs of all stakeholders and the principles of good corporate governance.

(b) Governance

Responsibilities include:

(i) reviewing the Constitution, Charters, By-Laws, delegations and Company governance policies to ensure they remain fit for purpose.

(ii) recommending from time to time the appropriate balance of skills, knowledge, experience, independence and diversity for the Board and its Committees.

(iii) ensuring that an appropriate and transparent process is in place for the effective succession planning for the Board and its Committees.

(iv) overseeing the evaluation process for the review of the performance and effectiveness of the Board, its Committees, individual Directors and Board Committee Members.

(v) reviewing the Board skills matrix and recommending Director induction and ongoing professional development arrangements.

(vi) monitoring material developments in corporate governance and recommending changes to the Company's governance framework as appropriate.

(vii) Overseeing transparent processes for Director and Committee nominations and appointments, reappointments and succession planning.

(c) Risk

Responsibilities include:

(i) reviewing the Board's risk appetite statement.

(ii) overseeing the Company's risk management framework and reviewing its adequacy and effectiveness at least annually.

(iii) monitoring material and emerging ~~the~~ organisational risks, adequacy of controls and the implementation of risk mitigation strategies so that risks remain within the Board's risk appetite statement.

(iv) reviewing material risk incidents, control failures and breaches or suspected breaches of applicable law, the ACNC Governance Standards or Company policy, together with management's remediation and any regulatory notification requirements.

(v) Overseeing the adequacy of the Company's whistleblower framework and considering material matters raised under it, subject to applicable confidentiality and legal protections.

(vi) monitoring any current or pending litigation or regulatory proceedings.

(vii) reviewing the type and level of insurance coverage for the organisation and make recommendations to the Board as required.

(viii) monitoring compliance with applicable laws, regulations, standards, contracts and best practice guidelines.

5. Membership and Attendance

5.1 The Committee will comprise not less than three non-executive Directors appointed by the Board, one of whom will be the Chair of the Board.

5.2 The Board will appoint one Member as Committee Chair. The Committee Chair must not be the Chair of the Board.

5.3 The Board will review the composition of the Committee at the Board meeting following each Annual General Meeting and at any other time it considers appropriate having regard to continuity, renewal, the skills and experience required by the Committee, and the suitability requirements applying to Directors under the Corporations Act and the ACNC Governance Standards.

5.4 A Member will cease to be a Member on ceasing to be a Director or when the Board otherwise determines. Only Members are entitled to vote.

5.5 The Committee Chair may invite the Chief Executive Officer, any Director, employee, external advisor, consultant or observer to attend all or part of a meeting. Invitees are not Members, do not count towards the quorum and are not entitled to vote.

5.6 Where a Committee Member is unable to attend a meeting, the Member may nominate another Director to act as a Substitute Committee Member for that meeting, subject to the prior approval of the Committee Chair. The nomination must be provided in writing to the Committee Secretary and Committee Chair before the meeting.

For that meeting only, the Substitute Committee Member will have the same rights as the absent Committee Member to participate in discussions, vote and be counted for the purposes of quorum. The absent Committee Member will not be entitled to vote separately in respect of that meeting.

The appointment of the Substitute Committee Member must be recorded in the minutes.

5.7 The Committee may meet without management present at any time.

6. Meetings

6.1 A meeting quorum shall be two Committee Members, provided that where only two Committee Members are present, the Chair of the Board shall not be counted for the purposes of determining quorum.

6.2 If a Member is excluded from a matter because of an actual or material conflict of interest, that Member will not be counted in the quorum for that matter.

6.3 If at any meeting the Committee Chair is not present within five minutes after the time appointed for the meeting, the Committee Members present may choose a Committee Member to chair the meeting until the Committee Chair is present.

6.4 Questions arising at any meeting shall be determined by a majority of votes of the Committee Members present, and in the case of an equality of votes the Committee Chair shall have a second or casting vote.

6.5 Meetings shall, unless varied by the Board, be held not less than four times each calendar year in person. Meetings may be held in person or using any technology consented to by the Members.

6.6 A Member must disclose any actual, potential or perceived material conflict of interest as soon as it arises and in accordance with the Constitution and any relevant policy.

7. Authority

7.1 The Committee has no executive powers or decision-making authority in relation to remuneration unless specifically approved by the Board.

7.2 The Committee shall have the power to authorise or incur expenditure only as delegated by the Board as necessary to discharge its duties.

7.3 The Committee is authorised by the Board to commission external professional advice if it considers this necessary. The Committee shall notify the Board in advance if such advice is to be commissioned.

8. Committee Secretary

8.1 The Company Secretary will be the Committee Secretary and will not be a Member. If the Company Secretary is unavailable, the Company Secretary or the CEO, in consultation with the Committee Chair, may appoint a suitable delegate for the relevant meeting.

8.2 The Committee Secretary (or their delegate) will:

(a) prepare and circulate the agenda and meeting papers for all Committee meetings;

(b) attend all meetings of the Committee;

(c) prepare accurate minutes of each meeting and record decisions, recommendations, actions and declared conflicts of interest;

(d) circulate draft minutes to the Committee Chair and Member;

(e) maintain the Committee's records, and relevant entries in the Company's register of interests; and

(f) in conjunction with the Chief Executive Officer, coordinate the implementation of recommendations made by the Committee and approved by the Board.

9. Reporting Procedures

9.1 The Committee Chair will report to the Board after each Committee meeting on the matters considered, decisions made under delegated authority, recommendations and any material issues requiring Board attention.

9.2 The Committee Secretary will provide the Board with approved minutes of each Committee meeting through the appropriate document repository.

9.3 The Committee will provide information on its responsibilities and activities for inclusion in the Company's Annual Report.

10. Self-evaluation

As soon as practicable after the end of each Financial Year, the Committee shall undertake a self-evaluation of its performance during that Financial Year and report to the Board in writing in respect of its findings.

11. Review of Charter

The Committee will review this Charter at least every two years, and earlier if required by changes to the Company's circumstances, charitable status, governance framework, applicable law or regulatory guidance, and recommend any amendments to the Board for approval.