

Adopted 28 August 2024

PEOPLE AND REMUNERATION COMMITTEE CHARTER

Objectives

1. The objectives of the Qantas Airways Limited (**Qantas**) People and Remuneration Committee (**Committee**) are to assist the Board in fulfilling its:
 - a. role in providing oversight of Qantas' strategies and legal compliance in relation to people, conduct and culture matters, including:
 - i. the Qantas Group Code of Conduct and Ethics (**Code**);
 - ii. the Qantas Group employment framework, including considering:
 - the attraction, motivation, retention, and development of personnel, including succession of key roles and strategic workforce planning;
 - compliance with relevant obligations, including superannuation;
 - performance assessment processes;
 - remuneration gender-equity considerations; and
 - its reflection of Qantas' values;
 - iii. organisational culture, including employee engagement;
 - iv. the Group's over-arching industrial relations strategy and posture; and
 - v. diversity and inclusion; and
 - b. corporate governance responsibilities in regard to remuneration matters, including:
 - i. the remuneration framework for Non-Executive Directors;
 - ii. the remuneration and incentive framework, including any proposed equity incentive awards, for Relevant Executives (being the Qantas Group Chief Executive Officer (**CEO**), any other Executive Directors, direct reports to the CEO (**Executive Management**), and Senior Executives¹);
 - iii. the recruitment and employment framework for Executive Management;
 - iv. recommendations and decisions (as relevant) on remuneration and all incentive awards for the CEO, any other Executive Directors and Executive Management; and
 - v. recommendations to the Board regarding Minimum Shareholding Guidelines.
2. In particular, the Committee is to undertake the functions of a remuneration committee as set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Principles).

Membership

3. The Committee is appointed by the Board in accordance with Clause 6.20 of the Qantas Constitution.

¹ For the purposes of the work of the People and Remuneration Committee, *Senior Executives* refers to certain executives who take part in the management of the Qantas Group, excluding Executive Management.

4. The Committee is to consist of:
 - a. only Non-Executive Directors; and
 - b. at least three members.
5. At least one member of the Committee should also be a member of the Audit Committee, and at least one member of the Committee should also be a member of the CHES.
6. The Chair of the Committee is to be an Independent Non-Executive Director and is to be appointed by the Board.
7. The Company Secretary is to attend all Committee Meetings to ensure Minutes are taken of the Meetings.

Meetings

8. The Committee should meet at least four times per year. If required, additional Meetings may be requested through the Committee Chair by any member, the Company Secretary or any External Advisers to the Committee. In the absence of the Chair, one of the Committee Members, either nominated by the Chair, or elected by the Committee, will act as the Committee Chair for that meeting.
9. As required by the Qantas Constitution, a quorum for a Committee Meeting is two Members.
10. The Agenda and Papers will be circulated to the Committee members within a reasonable period in advance of each Meeting.
11. Directors who are not Committee members are entitled to attend Meetings and have access to Papers (except in circumstances where there is a conflict of interest).
12. The CEO, appropriate Qantas Management and any External Advisers are to attend such portion of each Meeting as requested by the Committee Chair. The CEO is not to be present when the Committee discusses issues relating to the CEO.
13. The CHES and Audit Committee Chairs will periodically attend Remuneration Committee Meetings to consider risk, financial and reputation related matters relevant to Executive Remuneration.
14. The Committee will report on its Meetings to the Board.
15. Recommendations of the Committee are to be referred to the Board for approval, with the exception of matters detailed in Clauses 33 and 34.

Access to Information, Independent Advice and Continuing Development

16. The Committee has the authority to seek any information it requires from any employee of the Qantas Group and all employees must comply with such requests.
17. The Committee may seek advice from individual employees and/or directors on remuneration policies and practices, but no individual should be directly involved in deciding his/her own remuneration.
18. The Committee may appoint independent expert External Advisers on terms determined by the Committee to assist it in performing its duties.

19. The Committee may take such independent legal, financial, remuneration or other advice as it considers necessary or appropriate.
20. The Committee should understand the Qantas Group's structure and operations and key developments relevant to the Committee and may receive periodic presentations from subject matter experts to assist in achieving such an understanding.

Responsibilities and Duties

People and Culture

21. The Committee is responsible for:
 - a. providing oversight of the Group's framework of policies, systems, processes and reporting mechanisms that are designed to instil or reinforce the Group's desired organisational culture, principles and values, including reviewing themes and trends in people, performance and conduct-related reporting and related action plans;
 - b. providing oversight of the Group's strategies to address the Group's current and future capability needs, including strategic workforce planning and organisational design;
 - c. providing oversight of the Group's design, implementation and operation of the framework(s) and approach for attracting, developing, and motivating or engaging personnel to enable Qantas to deliver on its strategic goals and objectives and to uphold its principles and values;
 - d. providing oversight of the Group's over-arching industrial relations strategy and posture, including consultation, delivery plans, key employment contract terms and conditions, and compliance with unfair dismissal obligations;
 - e. advising and consulting with the Board (through the Committee Chair) concerning the appointment and termination of Executive Management and other Senior Executive roles, as appropriate;
 - f. maintaining the framework for evaluating performance, including establishment of appropriate performance measures, for Executive Management and Senior Executives; and
 - g. reviewing the performance, both financial and non-financial, of Executive Management, including whether the individual has acted in accordance with the organisation's principles, values, desired culture' and Code.
22. The Committee will review and make recommendations to the Board on people and culture matters, including:
 - a. any recommended changes to the Code, including recommendations identified by the Committee from themes of reports, material breaches of the Code and external reporting obligations;
 - b. the effectiveness of the diversity and inclusion policy and remuneration by gender, including regarding external reporting obligations, setting measurable targets, and monitoring performance to targets; and
 - c. at least annually, the evaluation of performance of the CEO, any other Executive Directors, and Executive Management, in accordance with the ASX Principles and external reporting obligations.

Qantas Executive Remuneration Framework

23. The Committee's objectives in determining the executive remuneration and incentive framework, policies and practices, including the exercise of discretion, are to:

- a. be market competitive to attract, motivate and appropriately reward Relevant Executives;
- b. support business objectives by:
 - i. encouraging the pursuit of growth and the success of Qantas;
 - ii. aligning with the Qantas Group's purpose, values, strategy, and risk appetite; and
 - iii. aligning with shareholder expectations and experience; and
- c. operate sustainably by:
 - i. encouraging the sound management of financial and non-financial risks;
 - ii. encouraging good conduct (and discouraging misconduct); and
 - iii. considering cost, reputational factors and complying with relevant laws and regulations.

24. The Committee is responsible for:

- a. reviewing and overseeing the Qantas Group remuneration and incentive framework applying to Non-Executive Directors, Relevant Executives and other employees, and the associated strategies, systems, policies and processes implemented and reported on by Qantas Management;
- b. reviewing and overseeing the Qantas Group recruitment and employment framework applying to Executive Management, including standard employment terms;
- c. approving any proposed departures from standard employment terms for Executive Management recommended by the CEO;
- d. approving the appointment of Executive Management, the terms and conditions proposed for those appointments, the remuneration and incentive awards recommended by the CEO for Executive Management, including in respect of any offers for appointment to Executive Management, based on an agreed remuneration framework that guides such offers;
- e. approving any proposed retention arrangements recommended by the CEO for Executive Management;
- f. approving the termination of Executive Management, the separation or termination arrangements or other remuneration arrangements recommended by the CEO concerning the termination of employment for Executive Management, including in respect of any separation proposals to be made to Executive Management, based on contractual entitlements, terms of relevant equity incentive awards, relevant policies or any agreed remuneration framework that guides such separation arrangements;
- g. approving individual equity offers to Senior Executives and other Executives (as outlined in this Charter); and
- h. at least annually, evaluating or reviewing the evaluation of, the performance of the CEO, other Executive Directors and Executive Management, as relevant, in accordance with the ASX Principles.

25. Committee members are entitled to rely on Qantas Management on matters within Management's responsibility and on the expertise of external professionals. Committee members may assume the accuracy of the information provided by such persons, so long as the members are not aware of any reasonable grounds upon which such reliance or assumption may not be appropriate.

26. The Committee will review and make recommendations to the Board on remuneration matters, including:

- a. the review, monitoring and recommendation of changes to the remuneration and incentive framework (including the equity plan framework and any diversity or

- other biases considerations) for Non-Executive Directors and Relevant Executives;
- b. the remuneration of Non-Executive Directors within the pool of Directors' fees approved by shareholders;
- c. the fixed remuneration levels and incentive awards for the CEO and any other Executive Directors;
- d. superannuation arrangements for directors, CEO, and Executive Management and the superannuation framework, generally, including performance of default superannuation provider for employees;
- e. minimum shareholding requirements and guidelines for Directors, CEO, and Executive Management and monitoring shareholding compliance;
- f. performance based measures (financial and non-financial), targets and performance outcomes under incentive plans (including any exercise of discretion or application of malus and clawback or other limitation(s)) for the CEO, any other Executive Directors and Executive Management;
- g. the separation or termination arrangements or other remuneration arrangements concerning the termination of employment for the CEO or any other Executive Directors, based on contractual entitlements, terms of relevant equity incentive awards, relevant policies or any agreed remuneration framework that guides such separation arrangements; and
- h. the effectiveness of Qantas' remuneration policies and frameworks that apply to Senior Executives as well as to the broader employee population.

27. In carrying out its role, the Committee will:

- a. oversee remuneration practices so that they are aligned:
 - i. to the purpose, values, strategy and risk appetite set by the Board;
 - ii. with current governance, legal and regulatory requirements; and
 - iii. with a Group culture that appropriately mitigates against operational, financial, regulatory and reputational risks;
- b. review and make recommendations as to whether there is any gender or other inappropriate bias in the remuneration of all employees;
- c. receive reporting from Management regarding the remuneration arrangements (equity and otherwise) for employees within the Qantas Group; and
- d. receive reporting and input from the CHES and Audit Committees on matters relevant to the determination of variable remuneration outcomes for Relevant Executives

Executive Management Recruitment and Employment

28. The Committee will review and make recommendations to the Board on the recruitment and employment framework for Executive Management, including:

- a. standard recruitment procedures for Executive Management;
- b. standard terms of employment for Executive Management; and
- c. standard separation or termination arrangements for Executive Management.

29. The Committee will:

- a. be notified by the CEO of planned Executive Management recruitment, and kept informed of progress; and
- b. be given the opportunity to nominate a Committee member to meet with the preferred candidate before an appointment is made.

30. The Committee will:

- a. review and approve any departures from the standard terms of employment for Executive Management before they are offered;
- b. review and approve any proposed amendments to the existing terms of employment for Executive Management before they are settled; and
- c. review and approve any departures from the standard separation or termination arrangements for Executive Management before they are offered.

Remuneration for Non-Executive Directors

31. In assisting the Board, the Committee will review and make recommendations to the Board on remuneration for Non-Executive Directors (including the Non-Executive Director fee pool, individual Non-Executive Director fees, travel and other benefits). In making its recommendations, the Committee should take into account the following guidelines:

- a. Non-Executive Directors should be remunerated by way of fees – in the form of cash, non-cash benefits, superannuation contributions and/or salary sacrifice into equity;
- b. Non-Executive Directors should not receive performance-based remuneration;
- c. Non-Executive Directors should not be remunerated in a manner that may conflict with their obligation to bring independent judgment to a matter before the Board; and
- d. Non-Executive Directors should not be provided with post retirement benefits other than travel benefits and statutory superannuation.

Remuneration for CEO and any other Executive Directors

32. In assisting the Board, the Committee will review and make recommendations to the Board on the remuneration (including travel and other benefits) and incentive awards for the CEO and any other Executive Directors, including:

- a. fixed remuneration levels (including superannuation), non-cash benefits and short- and long-term incentive awards;
- b. any termination payments (which are to be agreed in advance and include provisions in case of early termination); and
- c. equity offers under Board-approved employee equity plans.

Remuneration for Executive Management

33. The Committee will review and approve the remuneration and incentive awards for Executive Management and Executive Management Designates based on the recommendations of the CEO, including:

- a. fixed remuneration levels (including superannuation), non-cash benefits and short and long-term incentive awards;
- b. any termination payments (which are to be agreed in advance and include provisions in case of early termination); and
- c. equity offers under Board-approved employee equity plans not otherwise delegated by the Board to any other person, except equity offers that require the issue of Qantas shares (which are to be referred to the Board).

Equity Based Plans

34. The Committee will review and approve:

- a. individual equity offers to Senior Executives and other Executives under Board-approved employee equity plans not otherwise delegated by the Board to any other person, except equity offers that require the issue of Qantas shares (which are to be referred to the Board);
- b. the exercise of functions and discretions or granting of powers to persons for the effective administration associated with equity offers made under Board-approved employee equity plans; and
- c. any variation of the terms and conditions of Board approved employee equity plans and any other employee equity plan documentation not otherwise delegated by the Board to any other person. The Board is to be notified of any material variations to employee equity plan terms and conditions and other equity plan documentation approved by the Committee prior to the implementation of any such variations.

35. The CEO:

- a. and Executive Management (as relevant) will review and approve the remuneration of all other Executives not otherwise specified in this Charter; and
- b. subject to delegation by the Board:
 - i. will approve individual equity offers to Senior Executives and other Executives under Board-approved employee equity plans, except equity offers that require the issue of Qantas shares (which are to be referred to the Board); and
 - ii. exercise functions and discretions or grant powers to persons for the effective administration associated with equity offers made under Board-approved employee equity plans, including the approval and variation of terms and conditions and any other employee equity plan documentation. The Board is to be notified of any variations to employee equity plan terms and conditions and other equity plan documentation approved by the CEO prior to implementation of any such variations.

Performance Evaluation

36. At least annually, the Committee will:

- a. consider the performance evaluation of the CEO undertaken by the Chair of the Board and review the performance of the CEO; and
- b. consider the performance evaluation of Executive Management and any Executive Directors undertaken by the CEO in accordance with the ASX Principles and review the performance of Executive Management and any Executive Directors.

Remuneration Disclosures

37. The Committee will review and recommend to the Board for approval:

- a. the annual Remuneration Report for inclusion in the Annual Report; and
- b. remuneration related resolutions for inclusion in the Notice of Meeting.

Other

38. The Committee will consider any other matters referred to the Committee by the Board.

Committee Performance

39. To determine whether it is functioning effectively, once each year the Committee shall:

- a. review this Charter and, if required, recommend revisions to the Board for approval; and
- b. undertake an evaluation of its performance during the previous 12 months.

Charter History

18 May 2005	Remuneration Committee established. Chairman's Committee functions split and separate
16 April 2008	Remuneration Committee and Nominations Committee established.
11 August 2010	Revised Charter approved – reflects revised ASX Principles.
23 August 2011	Periodic review of Charter – reflects revised ASX Principles (2 nd Edition).
22 August 2012	Revised Charter approved.
28 August 2013	Revised Charter approved.
27 August 2014	Revised Charter approved – reflects revised ASX Principles (3 rd Edition).
23 August 2016	Revised Charter approved.
21 August 2019	Revised Charter approved – reflects revised ASX Principles (4 th Edition).
24 August 2022	Revised Charter approved.
23 August 2023	Revised Charter approved.
8 December 2023	Revised Charter approved.
28 August 2024	Committee remit expanded to People and Remuneration Committee, with responsibilities for people, conduct and culture matters incorporated.