



## Redbubble Limited

# People and Nomination Committee Charter

### 1 Purpose

The purpose of this charter is to specify the authority delegated to the People and Nomination Committee (**Committee**) by the Board of Redbubble Limited (**Redbubble**) and to set out the role, responsibilities, membership and operation of the Committee.

### 2 Authority

The Committee has been established in accordance with the Redbubble Constitution and has the role and responsibilities set out in this charter.

### 3 Objectives of the Committee

The Committee's objectives are to ensure that:

- (a) Redbubble implements appropriate remuneration and retention strategies to enable it to execute the Redbubble's mission and purpose;
- (b) Redbubble's remuneration structure, policies and practices:
  - (i) are fair and appropriate;
  - (ii) are designed to enable Redbubble to attract, retain and motivate directors, executives and employees who will create enduring value for shareholders;
  - (iii) are consistent with Redbubble's core values; and
  - (iv) are aligned with Redbubble's diversity and gender pay equity policies.
- (c) the Board properly carries out its responsibilities in relation to:
  - (i) director selection and appointment practices;
  - (ii) director and Board performance evaluation processes and criteria;
  - (iii) Board composition; and
  - (iv) succession planning for the Board and senior management; and
  - (v) oversight of Redbubble's diversity and gender pay equity policies.

The Committee will ensure the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills, and in the best interests of Redbubble as a whole.

## 4 Responsibilities of the Committee

### 4.1 People

#### (A) Remuneration - general

The Committee is responsible for:

- (i) developing the remuneration framework for non-executive directors, including fees, incentive payments and equity based awards;
- (ii) reviewing Redbubble's policy on remuneration for Senior Leadership Team members and the implementation of the policy (including any shareholder approvals required);
- (iii) reviewing the total remuneration packages for:
  - the CEO, as proposed by the Board Chair and/or Committee Chair;
  - the CFO, as proposed by the CEO;
  - any other Key Management Personnel, as proposed by the CEO;
- (iv) reviewing *and approving* the total remuneration packages of other Senior Leadership Team members or ranges for total remuneration for potential new Senior Leadership Team recruits, all as proposed by the CEO;
- (v) reviewing Redbubble's recruitment, retention and termination policies for the CEO, CFO and other Senior Leadership Team members;
- (vi) oversight of Redbubble's remuneration / people and culture strategic plan;
- (vii) reviewing gender pay equality measures and reporting obligations; and
- (viii) oversight of Redbubble's diversity policies;

and making recommendations to the Board in relation to the matters above (to the extent the Committee does not have its own rights of approval).

For the purposes of this section, 'remuneration' includes base pay, any incentive payments, equity based awards and superannuation.

#### (B) Incentive schemes and equity based remuneration

With regards Redbubble's incentive schemes and equity based plans, the Committee is responsible for:

- (i) reviewing their terms (including any eligibility criteria, service conditions and performance hurdles for equity based plans);
- (ii) reviewing their value;
- (iii) overseeing their administration;
- (iv) in liaison with the Redbubble Audit and Risk Committee, understanding the financial reporting implications of Redbubble's incentive schemes and equity based plans; and
- (v) considering whether shareholder approval is required for the schemes or plans and for any changes to them;

and making recommendations to the Board in relation to the matters above.

#### (C) Structure of remuneration

In fulfilling these responsibilities, the Committee will ensure that:

- (i) a clear distinction is maintained between the structure of non-executive directors' remuneration



and that of the CEO, CFO and other Senior Leadership Team members;

- (ii) a proportion of senior management's remuneration is structured in a manner designed to link rewards to corporate and individual performance;
- (iii) Non-executive Director remuneration includes an equity-based award component;
- (iv) any engagement of a remuneration consultant is approved by the Board or the Committee and the remuneration consultant must report its recommendation directly to either or both of the members of the Board (other than an executive director) or members of this Committee;
- (v) the Committee and the Board are satisfied with the arrangements put in place to ensure that any remuneration recommendation made by the remuneration consultant is made free from undue influence from any member of the key management personnel to whom the recommendation relates; and
- (vi) the Committee will provide the Board with sufficient information to facilitate the Board in making informed decisions about the Committee's recommendations, including the financial reporting implications.

**(D) Reporting and disclosure**

- (a) The Committee will liaise with the Audit and Risk Committee in relation to Redbubble's remuneration related reporting in the financial statements and remuneration report required by the Corporations Act.
- (b) The Committee will review, and recommend to the Board for approval, an annual remuneration report for inclusion in the annual Directors' Report, containing information on Redbubble's remuneration policy and practices and, in conjunction with the Audit & Risk Committee, information on financial aspects of such policies and practices.
- (c) The Committee will ensure that all applicable governance, accounting and legal requirements regarding disclosure of remuneration, in all forms, are complied with.
- (d) The Committee Chair will attend Redbubble's annual general meetings and be prepared to respond to any shareholder questions on the Committee's activities.

## **4.2 Nomination**

The Committee's nomination responsibilities are:

- (a) developing and reviewing the process for the selection, appointment and re-election of directors;
- (b) evaluating the balance of skills, experience, independence, knowledge and diversity of directors to meet the needs of Redbubble and satisfy Redbubble's compliance obligations;
- (c) evaluate the relative proportion of women and men on the Board, in senior executive positions and in the workforce at all levels of the Company;
- (d) identifying and making recommendations to the Board for the appointment of new Board member candidates, having regard to the attributes listed in (b) above; and
- (e) making recommendations regarding the size of the Board so that the size encourages efficient and informed decision making;
- (f) developing and reviewing induction procedures for new appointees to the Board to enable them to effectively discharge their duties;
- (g) recommending continuing education measures to enhance director competencies and to update and enhance directors' knowledge and skills;
- (h) developing and implementing a process for the evaluation of the performance of the Board, Board



committees and individual directors;

- (i) reviewing succession plans and processes for the Board and senior management annually and advising the Board of any recommended actions, with the objective of maintaining an appropriate balance of skills, experience, diversity and expertise; and
- (j) reviewing (without the Chair's involvement) the performance of the Chair and reporting the results of the evaluation to the Board.

## **5 Delegation**

The Committee may delegate any of its powers and responsibilities as the Committee thinks appropriate for the administration of director, senior executive and employee share, option or other plans, to senior management and the company secretary. For reporting to shareholders, the Committee may also delegate some of its responsibilities to the Audit and Risk Committee.

## **6 Membership**

- (a) The Committee will consist of only non-executive directors. It shall have at least three members, a majority which shall be of independent directors.
- (b) The terms of service of Committee members will be reviewed by the Chair of the Committee from time to time, with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee.
- (c) Re-appointment to the Committee is not automatic. Appointments and retirements are decided by the Board.
- (d) Committee members must devote the necessary time and attention for the Committee to carry out its responsibilities. At the first Committee meeting after their appointment and when the Board reviews Committee membership, each Committee member must confirm that they are able to devote sufficient time and attention to the Committee for the coming year.

## **7 Chair & Secretary**

- (a) The Chair of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chair is not present within 10 minutes of the nominated starting time of the meeting, the Committee may choose one of their members to be the Chair for the meeting.
- (b) The Committee Chair will attend Redbubble's annual general meetings and be prepared to respond to any shareholder questions on the Committee's activities.
- (c) The Redbubble Company Secretary is the secretary of the Committee.

## **8 Committee meetings and process**

- (a) Meetings and proceedings of the Committee are governed by the provisions in Redbubble's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.
- (b) Committee members may attend meetings in person or by electronic means.



- (c) The Committee will meet as frequently as required to perform its functions. The Chair must call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor or the Chair of the Board.
- (d) Two directors constitute a quorum for meetings of the Committee.
- (e) The Committee Chair may invite the CEO, CFO, other Senior Leadership Team members, directors who are not members of the Committee and external advisers to attend meetings of the Committee.
- (f) The Committee Chair may also invite directors who are not members of the Committee, other senior managers and external advisers to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.
- (g) No member of the Committee will determine their own remuneration or participate in the review of their own performance.
- (h) The Chair of the Committee determines the meeting agenda after appropriate consultation.
- (i) The Company Secretary will distribute the agenda and meeting papers to all Committee members and other attendees before each proposed meeting of the Committee.
- (j) The Company Secretary will keep minute books to record the proceedings and resolutions of Committee meetings.
- (k) The Chair of the Committee will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

## **9 Access to information and advisers**

The Committee will have access to the resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants, external remuneration consultants or other experts as it considers appropriate. The Committee may request management to provide information to the Committee.

## **10 Committee's Performance Evaluation**

- (a) The Committee will review its performance annually.
- (b) The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this charter.

## **11 Review and publication of the Charter**

- (a) The Board adopted this charter on 22 August 2018 (following merger of Redbubble's Nomination Committee and Remuneration Committee on 24 July 2018). This charter was last amended on 25 June 2019.
- (b) The Committee will review this charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made. The charter may be amended by resolution of the Board.