

Purpose

The Board of Hume has established several standing committees of the Board to help the Board fulfil its role of overseeing the good governance of the Group

If there is any communication (whether written or oral) from any Regulator which could have a material impact on Hume, it's businesses, any of its personnel or its reputation, then the CEO must immediately provide particulars to the Chair of the Board and either the CEO or Chair inform the Board. The board may as a whole elect to deal with the issue or refer the matter to a Board Committee on such terms as it determines.

This Charter sets out how these committees are constituted and the Board's policies for their operation.

The Board's four standing committees are as follows:

- Governance, Audit and Risk Committee
- People and Culture Committee
- Growth, Development and Sustainability Committee
- Customer Experience Committee

Collectively these Committees are referred to as "the Committees".

Each Committee will work in conjunction with all other Board Committees to assist the Board in fulfilling its responsibilities for ensuring Hume has adopted and maintains appropriate corporate governance standards in accordance with the Constitution, the Corporations Act 2001, ACNC Reporting and Australian Standards 8000-2003 and to provide guidance to the CEO regarding the development of quality corporate governance processes and practices to meet required standards.

Committee Membership

The Committees have the following membership:

- Governance, Audit and Risk Committee – at least three independent Non-Executive Directors. The Committee Chair must not be the Chair of the Board. All members must be financially literate and at least one member must have significant financial and/or accounting experience. The Chief Executive Officer and Chief Financial Officer may attend this meeting.
- People and Culture Committee –at least three independent Non-Executive Directors; The Board Chairperson must be a member of the People and Culture Committee. The

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Chief Executive Officer, The Executive Manager – People, Culture & Communications may attend the Committee meetings.

- Growth, Development and Sustainability Committee – at least three independent Non-Executive Directors. The Chief Executive Officer and Executive Manager- Assets Growth may attend this meeting.
- Customer Experience Committee – at least three independent Non-Executive Directors. The Chief Executive Officer, The Executive Manager – Customer Experience and the Chief Operating Officer may attend this meeting.

The Chair of each Committee shall be an independent Non-Executive Director appointed by the Board of Hume.

Details of the current membership and attendance by members of the Committees is contained in the Hume Annual Report.

The Board reviews the composition of each Committee regularly, balancing the benefits of rotation with those of maintaining continuity of experience and knowledge, to ensure that Committee members have skills appropriate to their role.

Committee Meetings

It is expected that each Committee will meet 4 or more times per year and the People and Culture Committee will meet at least twice a year. Additional meetings will be convened as necessary or at the request of any member.

The quorum for all Committee meetings is two independent Non-Executive Directors (defined as members). If the Chair of a particular Committee is not present within 10 minutes of the scheduled start, then the Committee members present may elect a Committee member present to act as Chair of that meeting. If there are only 2 Committee Members present and a vote for a particular resolution is tied, then the Chair of the meeting may exercise a casting vote. Any Committee member may join the meeting by phone or meetings maybe held by teleconference or other electronic means. Any Committee may decide a matter by way of circular resolution, and the matter is approved if a majority of the Committee members sign the circular resolution in favour of the matter.

A notice of each meeting confirming the date, time, venue and agenda must be forwarded to each member in sufficient time prior to the date of the meeting.

The Hume Company Secretary or nominee will act as Secretary to the Committees.

All Non-Executive Directors are invited to attend all meetings of all Committees as observers and Committee papers are made available to all Directors prior to the meeting.

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The Auditor has the right to attend the Governance, Audit & Risk Committee meeting and be heard.

Committees can and do meet at times without Management being present.

All Committees have access to management as required and may engage an external advisor in relation to any Committee matter at the expense of Hume subject to prior approval of the Chair of the Board of Hume.

Committee Charters

Each Committee will have its own Charter which must be approved by the Board. Any amendments to any Charter require Board approval. The Board may by resolution delegate some of its powers and discretions to any Committee or revoke any delegation from time to time in writing.

The respective Committee Charters define the areas of specialisation of each Committee, and the Board by written resolution shall confer or cancel the delegations conferred on each Committee from time to time.

Reporting to the Board

The Secretary will prepare minutes of each meeting which, following approval by the Committee Chair, will be included in the papers for the next following Board meeting. A Committee Chair may provide a summary of the deliberations of the Committee at the next scheduled Board meeting. The Committees will make recommendations to the Board for decision as appropriate.

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