



PEOPLE AND CAPABILITY COMMITTEE



Last revised December 2025

The Board of Directors of Seeka Limited (the "Board") has resolved to establish a People and Capability Committee (the "Committee"), as a delegated sub-committee of the Board.

The Committee's objectives, structure and composition, term of office, duties and responsibilities, are as follows:

Objective

To assist the Board in:

- Reviewing the people and capability strategy, annual plans, and remuneration policies and practices.
- The appointment, remuneration and evaluation of the Chief Executive Officer ("CEO") and succession.
- The remuneration and employment matters of the Senior Management Team ("SMT").
- Reviewing Companywide salary, incentive levels, and benefits.
- The nomination, evaluation criteria, and engagement process for new Directors.

Membership and Meetings

- Committee membership shall consist of an independent director as Chair and at least two members of the Board.
- Committee members and Chair will be designated by the full Board.
- Committee Members shall be appointed each year at the Board's discretion.
- Election and removal of members by the Board shall be by majority vote.
- If not an appointed member of the Committee, the Board Chair shall have an ex-officio position on the Committee.
- The duties and responsibilities of Committee members are in addition to those as a member of the Board.
- The Committee shall meet at least two times per year or more frequently if circumstances require.
- The Committee may ask members of management or others to attend meetings to provide necessary and relevant information.
- The CEO or delegate will also act as secretary for this committee. The CEO is responsible for circulating the meeting agenda and supporting material to all committee members. Normal committee distribution requirements for minutes, agendas and supporting material will apply.
- A quorum is considered to be at least two members of the Committee, which may include the Board Chair (ex-officio).

Duties and Responsibilities

The responsibilities of the Committee are:

1) **The Appointment and Remuneration of the CEO**

- Advise the Board on the appointment and the conditions and terms of employment of the CEO.
- Annually review the CEO's salary package.
- Consider and recommend to the Board an incentive scheme and review the effectiveness and appropriateness of this from time to time.
- Review and evaluate the performance of the CEO against key performance objectives and goals, which are linked to Company strategy.
- Determine the annual incentive payment.
- Advise the Board on succession plans for the CEO.

2) **The Remuneration of the SMT**

- Annually review the CEO's recommendations for the SMT salary packages
- Review incentive payment recommendations against the Company incentive scheme.

3) **Company Salary/Wage Review**

- Agree the Companywide wage and salary review parameters annually prior to management undertaking individual salary/wage reviews.

4) **Key People and Capability Policies**

- Review the people and capability strategy, annual plans, remuneration policies and practices.
- Periodically review the structure and succession plans for the Senior Management Team.
- Set measurable objectives for diversity in line with Seeka's Diversity Policy, overview and ensure reporting against objectives and report performance to the Board.

5) **Director Nominations**

- Review the terms of engagement of Board members other than remuneration;
- Develop a succession planning methodology and review plans for Board Member development to ensure appropriate succession planning is in place.
- Where the Company undertakes a search process the committee will;
 - o Establish the criteria for the selection or nomination of a new Director to fill a vacant position on the Board.
 - o Implement a process to identify suitable candidates, this may include engaging with search agents.
 - o Recommend to the Board any shortlisted candidate(s) for final selection by the full Board.

- Oversee an interview and due diligence process in an environment of strict confidentiality.
 - On behalf of the Board appoint a successful candidate to a temporary position.
- Where a candidate is nominated by a shareholder for election at a shareholders' meeting the Committee will;
 - Establish the criteria for a candidate to gain the support of the Board for their nomination.
 - Meet with the nominated candidate to assess their skills, suitability and fit with the Board's established criteria.
 - Recommend, or not, the candidate for the Board's support when standing for election.

The Committee will perform such other functions as assigned by law or the Board.

Accountability and reporting

The Committee shall:

- Be accountable to the Board;
- Regularly update the Board about Committee activities and make appropriate recommendations; and
- Make copies of minutes of all meetings of the Committee, and copies of the papers presented at each of these meetings, available to each member of the Board.

Review of the Charter

This Charter will be reviewed every two years by the Board.

Adopted: July 2012

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Next review due: December 2027



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