

Charter

Purpose

This Charter sets out the authority, role and responsibilities, membership and operation of the Remuneration and People Committee (the Committee).

Authority

The Board, through the Constitution and its Charter, has delegated authority to the Committee to oversee Origin's remuneration strategy, policies and practices for executives and Directors, the implementation of Origin's desired culture, executive succession planning including diversity, inclusion and other people related matters.

The Committee has the authority to decide on all matters within the scope of its role and responsibilities, other than other matters reserved for the Board.

Role and responsibilities of the Committee

The role of the Committee is to:

- support and advise the Board on the Company's people policies, practices and Company culture;
- make recommendations to the Board on the Company's remuneration strategy, policy and structure and specific remuneration outcomes for the Chief Executive Officer and Executive Leadership Team;
- approve remuneration and people related matters from time to time, in accordance with its delegated authority from the Board; and
- approve public disclosures related to its role and responsibilities.

To accomplish its role, the Committee is responsible for:

Remuneration strategies, policies and structure

- overseeing that the Company's remuneration strategies and policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- reviewing and assessing the effectiveness of the Company's remuneration policies and practices in achieving the remuneration strategy, and recommending any changes to the Board, other than those determined through Awards or Enterprise Bargaining Agreements;
- reviewing the appropriateness of the remuneration structure including the proportion of fixed and at-risk remuneration, the appropriateness and balance of financial and non-financial targets and recommending any changes to the Board;
- reviewing the link between company performance and executive remuneration, and recommending to the Board remuneration outcomes for management each period, including any adjustments to the calculation of performance targets and the exercise of discretion under incentive plan rules;
- recommending to the Board the remuneration for the Chief Executive Officer and the Executive Leadership Team, taking into consideration financial and non-financial outcomes and risks and after consultation with the Chairs of the Audit Committee and the Risk Committee,;
- approving salary scales and aggregate movements for all employees excluding the Chief Executive Officer and Executive Leadership Team;
- recommending to the Board the allocation of securities under the Company's equity incentive plans.
- recommending to the Board the remuneration framework for Non-executive Directors including the Chairman and Committee Chairs and payments to non-executive Directors for additional duties undertaken on behalf of the Company;
- recommending to the Board practices regarding the minimum shareholding requirements for senior executives and non-executive Directors; and
- overseeing the corporate governance processes and disclosure processes relating to remuneration, including the preparation of the Remuneration Report.

People and culture

- overseeing senior executive appointments, development and succession planning including considering diversity;
- approving the Company's people strategies, practices and cultural development programs except those relating to Executive Leadership Team development and succession;
- approving measurable objectives for achieving gender diversity in the composition of the Board, senior executives and the work force generally, having regard to appropriate and meaningful benchmarks;
- monitoring the Company's progress towards achieving those gender diversity objectives, including gender pay equity;
- overseeing the Company's initiatives to promote broad diversity and inclusion and assessing the effectiveness of those programs;
- overseeing the formulation and review of people policies and practices so that they are fit for purpose, aligned to the Company's Values and risk appetite, performance-oriented, and support the Company to attract, develop, retain and motivate employees and to align their interest with that of shareholders;
- overseeing the Company's people programs that support the development of an achievement culture, embedding the Company Purpose, Values and Behaviours;
- monitoring material breaches of the Code of Conduct and
- overseeing the Company's governance processes and disclosures generally relating to people, including diversity generally.

Composition

The Committee is comprised solely of Non-executive Directors, with no fewer than three members, appointed by the Board. The majority of the Committee, and its Chairman, are independent.

The Committee should be of sufficient size and independence, and its members between them should have the necessary knowledge of remuneration and people matters and sufficient understanding of the industry in which the Company operates, to be able to discharge the Committee's role effectively.

A quorum shall be two members.

All Directors have a standing invitation to attend meetings of the Committee. The Committee may require any employee of the Company to attend meetings for the purpose of making presentations or participating in discussions. Executives, including Executive Directors will not participate in that portion of the meeting at which their own remuneration or its structure are under discussion.

The Secretary of the Committee will be the Company Secretary, or such other person as nominated by the Board.

Procedures

The Committee will meet as required but should meet at least three times each year.

An agenda will be prepared for each meeting and distributed in advance of the meeting in consultation with the Committee Chairman.

Minutes of meetings will be prepared and will be circulated to the Committee Chairman and then to the Committee and Board after each meeting.

The Committee Chairman will report to the Board after each Committee meeting, including recommendations on any specific decisions or actions the Board should consider and other matters relevant to the Committee's role and responsibilities.

From time to time, matters considered by the Committee may be relevant to the workings of another Board Committee. The Committee Chairman and the Company Secretary will coordinate such cross-Committee discussions and reporting.

Assistance and External Advice

The Committee will have access to adequate internal and external resources, including seeking advice or assistance from external advisors or specialists if it considers this necessary or appropriate to fulfil its role.

In the first instance, the Executive General Manager, People & Culture or delegate will provide assistance and support to the Committee in relation to remuneration and people matters applicable Company-wide.

The Committee will from time to time establish protocols for the Committee to directly engage external remuneration advisors on matters pertaining to the remuneration of key management personnel. The advisors will be commissioned by the Chairman of the Committee, and their advice will be provided directly to the Committee.

Approval and Review of Charter

The Committee Charter must be approved by the full Board.

The Committee will review the Charter every two years to maintain its relevance and effectiveness and make recommendations for any amendments to the Board.

The Charter is available on the Company's website.

Approved by the Board January 2020