



People, Safety and Remuneration Committee Charter

1 Background

- 1.1 The People, Safety, and Remuneration Committee (Committee) is a committee of the Board of Directors of Ryman Healthcare Limited (Ryman).
- 1.2 This Charter outlines the Committee's role, duties and responsibilities, authority, and procedural operations. This Charter provides a framework to guide the Committee, in its support of the broader governance objectives of the Board and Ryman.

2 Role of the Committee

- 2.1 The role of the Committee is to support the Board in the governance oversight and strategic leadership of the Group's:
 - 2.1.1 Health, safety, and wellbeing risks and obligations (excluding clinical risk, which is addressed by the Board's Clinical Governance Committee)
 - 2.1.2 People, culture, and performance across Ryman, including remuneration strategy and policy.

These responsibilities reflect the Committee's overarching accountability for ensuring that the Group maintains a safe, high-performing, and values-driven workplace.

3 Duties and responsibilities

- 3.1 The Committee has the following specific duties and responsibilities:

Health, safety, and wellbeing

- 3.1.1 Monitor Ryman's compliance with applicable laws, regulations and policies relevant to health, safety and wellbeing within the relevant jurisdiction of New Zealand or Australia
- 3.1.2 Review, monitor and where material, recommend any changes to the Board, on the health, safety, and wellbeing strategy
- 3.1.3 Review, monitor and where material, recommend any changes to the Board, on the health, safety and wellbeing risk management framework and policies, including the identification of critical risks and assurance activities
- 3.1.4 Monitor the appropriate lead and lag indicators and targets for health, safety, and wellbeing performance across the Group, including the effectiveness of any improvement plan to address gaps
- 3.1.5 Review high potential incidents and management's response
- 3.1.6 Receive updates from management on investigations, including those referred to external bodies and assess the adequacy of management's responses and continuous improvement efforts
- 3.1.7 Ensure systems are in place for early identification and mitigation of emerging health, safety and wellbeing risks
- 3.1.8 Assess whether the systems used to identify and manage health, safety, and wellbeing risks are fit-for-purpose, effectively implemented, and subject to regular review; and
- 3.1.9 Seek assurance that the Group is effectively structured and resourced to manage health, safety and wellbeing risks, and where required recommend resources be made available to support health, safety and wellbeing management systems.

People and culture

- 3.1.10 Review, monitor and where material, recommend any changes to the Board on Ryman's people and culture strategies and policies and any substantial changes to the organisation's structure

- 3.1.11 Review employee engagement survey results in collaboration with management, and present any material recommendations to the Board based on key insights and identified trends, with a focus on addressing significant issues impacting workforce engagement and wellbeing
- 3.1.12 Review, monitor and make recommendations to the Board on diversity and inclusion plans and policies and review progress against measurable objectives as required; and
- 3.1.13 Annually review succession and development plans for the Chief Executive Officer and Senior Executive Team.

Remuneration

- 3.1.14 Review and recommend to the Board for approval, Ryman's remuneration policy, process, and framework
- 3.1.15 Review and recommend to the Board the remuneration arrangements for the Chief Executive Officer, including fixed and variable remuneration, short- and long-term incentive schemes, and other entitlements and benefits
- 3.1.16 Annually consider and recommend to the Board for approval, the setting of the Chief Executive Officer's short and long-term performance objectives and targets
- 3.1.17 Review and recommend to the Board for approval, Ryman's short-term incentive plans and outcomes
- 3.1.18 Assess and recommend to the Board the level of any award vesting to management participants, of any long-term incentive in accordance with the rules and principles of the relevant long-term incentive plan; and
- 3.1.19 Review and recommend to the Board for approval, all components of the remuneration for the Senior Executive Teams' remuneration as recommended by the Chief Executive Officer on an annual basis.

Other

- 3.1.20 Review and make recommendations to the Board on Ryman's remuneration or people related external reporting (including but not limited to, applicable Annual Report disclosures), as required under applicable law or as required by any regulator; and
- 3.1.21 Recommend to the Board as applicable, any employee share scheme.

4 Authority

- 4.1 The Committee has access to management and may seek explanations and additional information from management.
- 4.2 The Committee is authorised by the Board, at Ryman's expense, to obtain external information, advice, and expertise as it considers necessary to carry out its responsibilities. This includes access to market surveys and reports, and consultation with management, executive search consultants, and other advisers with relevant experience.
- 4.3 The Committee does not have the power or authority to make a decision in the Board's name or on its behalf, unless specifically provided for in this Charter or otherwise directed by the Board. The Committee will make recommendations to the Board on all matters expressly noted in this Charter as being for the approval of the Board.

5 Procedural operation of the Committee

Membership and appointments

- 5.1 The Committee will consist of at least three members of the Board, with a majority being independent directors.
- 5.2 The appointment and removal of directors to the Committee will be the responsibility of the Board, and the Board will appoint a Chair from among the members of the Committee who will be an independent director, and this may be the Chair of the Board.
- 5.3 The secretary of the Committee will be the Company Secretary or such other person as nominated and agreed to by the Board.

Meetings

- 5.4 A quorum of the Committee is two members in attendance, and no business can be transacted at a meeting without a quorum. All directors are entitled to attend meetings of the Committee in the capacity as an observer, provided they are not conflicted.
- 5.5 The Committee may have in attendance such members of management including the Chief Executive Officer and the Chief People and Safety Officer, and any other persons it considers necessary to provide appropriate information and explanation.
- 5.6 Meetings will be scheduled to occur quarterly with additional meetings scheduled if required. Reasonable notice of the meeting and business of the meeting will be given to the members of the Committee.

Reporting procedures

- 5.7 The Committee will maintain direct lines of communication, through the Chair of the Committee, with the Chief Executive Officer and the Chief People and Safety Officer.
- 5.8 After each Committee meeting, the Chair of the Committee will report the Committee's findings and recommendations to the Board at the next meeting.
- 5.9 Minutes of all meetings will be kept and signed by the Chair of the Committee when approved. The minutes of all Committee meetings are available to all directors.

Review

- 5.10 The Committee will undertake an annual self-review of its performance against its purpose and responsibilities.
- 5.11 The Board will periodically review this Charter as required and at least biennially, to ensure that it remains consistent with the Board's objectives, responsibilities and Ryman's legal and regulatory obligations.
- 5.12 Consistent with good practice, this Charter will be posted on Ryman's website.

Ownership and review

Approver	Ryman Healthcare Board
Date	November 2025
Reviewer	People, Safety and Remuneration Committee
Ownership	Company Secretary and the Chief People and Safety Officer
Review frequency	Every two years or earlier as required