

PEOPLE, SAFETY, AND REMUNERATION COMMITTEE

TERMS OF REFERENCE

PURPOSE

The People, Safety, and Remuneration Committee is a committee of the board of Ryman Healthcare Limited (**Ryman**) established for the purpose of assisting the board in discharging its responsibilities to broadly:

- Review and recommend changes to Ryman's people and remuneration policies and practices, including health, safety and wellbeing policies and practices;
- Monitor the progress of improvement plans identified to close critical risks or exposures in areas of employment, health, and safety; and
- Review and recommend changes to the remuneration of the Group Chief executive Officer and Ryman's directors' fees; and assist the Group Chief Executive Officer in setting remuneration for Ryman's other senior executives.

MEMBERSHIP

The committee shall consist of at least three members; a majority of whom will be independent directors.

The appointment and removal of members shall be the responsibility of the board.

The board shall appoint a chair from among the members of the committee who will be an independent director.

MEETINGS

A quorum of the committee is two members and no business can be transacted at a meeting without a quorum.

All directors are entitled to attend meetings of the committee (provided they are not conflicted).

The committee may invite members of management and such other persons, including external advisers, to attend committee meetings as it considers necessary to provide appropriate information and advice to the committee.

Meetings will be scheduled to occur quarterly with regard to Ryman's reporting timetable, with additional meetings scheduled as required. Reasonable notice of meetings and the business to be conducted shall be given to members of the committee.

ROLE AND RESPONSIBILITIES

The key role of the committee is to assist the board by making recommendations to the board on the areas of responsibilities delegated to it by the board (as set out below). The committee cannot take any actions or make any decisions on behalf of the board unless specifically mandated by the board.

The board remains fully, and legally, responsible for all areas that are delegated to the committee.

The committee is directly responsible and accountable to the board for the exercise of its responsibilities.

The responsibilities of the committee are as follows:

Health, Safety, and Wellbeing

- review and recommend changes to the health, safety and wellbeing strategy;
- review, monitor, and make recommendations to the board on the organisation's health and safety risk management framework and policies including the identification and suitability of its critical risks and assurance activities;
- ensure appropriate lead and lag indicators of health, safety, and wellbeing performance are in place and monitor the effectiveness of improvement plans to address gaps; and
- review high actual or potential risk rated health, safety, and wellbeing related events and ensure appropriate actions are taken to minimise the risk of recurrence including the timeframes of immediate and corrective actions are appropriate to the level of risk.

People and Culture

- review, monitor, and make recommendations to the board on Ryman's people and culture strategies to ensure it has a robust framework for driving a positive culture and effective workforce aligned to the strategy;
- monitor the management of the company's values and effectiveness in driving the desired culture, including reviewing and recommending to the board for approval the Code of Ethics Policy;

- review the outcomes and proposed actions from any team member engagement surveys and make recommendations to the board;
- monitor improvement plans to address critical or strategic people risks;
- review, monitor and make recommendations to the board on the diversity and inclusion (D&I) plan and associated policy and review progress against key D&I metrics; and
- annually review succession and development plans for the group chief executive and the senior executive team.

Remuneration and Reward

- review and recommend to the board Ryman's performance and remuneration policy, process, and framework for the overall company, for the Group CEO, and Senior Executive Team;
- review and recommend all components of the remuneration of the group chief executive officer; and approves the senior executive teams remuneration as set by the Group Chief Executive on an annual basis. The components include base salary, reimbursable expenses, at risk payments, long term incentive payments, and all other entitlements and benefits arising from their employment; and
- review and recommend all components of the remuneration of the directors.

Other

- any other matter allocated to the committee relating to people, safety or remuneration by the board for consideration.

REPORTING

After each committee meeting the chair shall report the committee's findings and recommendations to the board.

Minutes of all meetings shall be signed by the chair when finalised. The minutes of all committee meetings are available to all directors.

REVIEW

The Terms of Reference were reviewed in August 2023 and will be reviewed annually.