

PEOPLE, REMUNERATION AND NOMINATION COMMITTEE CHARTER

Janison Education Group Limited

ACN 091 302 975

Adopted: 23 April 2025

1 PURPOSE

- 1.1 The People, Remuneration and Nomination committee (**Committee**) is a committee of the board of directors (**Board**) of Janison Education Group Limited (**Company**).
- 1.2 The overriding objective of the Committee is to assist the Board in:
- (a) ensuring the Company's people and remuneration frameworks support the achievement of the Company's strategic objectives, are aligned with performance and shareholder interests and are fair, transparent and responsible; and
 - (b) reviewing its composition, performance and renewal.

2 ROLES AND RESPONSIBILITIES

- 2.1 The Committee is responsible for considering and making recommendations to the Board in relation to the following matters:

People

- (a) people strategies and practices which will instill and reinforce the Company's purpose and values, ensure health and well-being of its employees and support the achievement of its long-term business objectives;
- (b) review and oversight of the Company's Diversity Policy including setting measurable objectives for achieving diversity across the organisation.

Remuneration

- (c) on an annual basis, review of remuneration arrangements for the executive Directors and Senior Management, including contractual terms, annual remuneration and participation in any short or long term incentive plans;
- (d) review of remuneration arrangements for non-executive Directors including monitoring compliance with the non-executive Director remuneration pool as approved by shareholders and recommending contractual terms and participation in any short or long-term incentive plans;
- (e) review of matters relating to employee remuneration to ensure alignment with market trends, and consistency with the Company's Diversity Policy (if applicable) to ensure that there is no inappropriate bias in the remuneration of Senior Management and other employees;
- (f) review of any major changes/developments to, incentive plans (including employee incentive schemes);
- (g) general administration and operation of the Company's employee equity incentive plans including consideration of any proposed new incentive plan or change to an existing incentive plan, proposed invitations under the incentive plans, and the testing of performance hurdles or other vesting conditions;
- (h) review and endorsement to the Board of the Remuneration Report prepared in accordance with the Corporations Act 2001 (Cth) for inclusion in the Directors' Report

Performance

- (i) oversight of the process for the performance evaluation of the Board and its committees and review the results of that process;
- (j) oversight of the process for the performance evaluation of Senior Management and review the results of that performance evaluation process.

Nomination

- (k) review of the appropriate size, composition and skills of the Board to enable the Board to develop and update as required a Board skills matrix, which sets out the skills and diversity that the Board currently has and seeks to achieve in its membership;
- (l) appointment and re-appointment of Board members;
- (m) development of succession plans for the Board and oversight of development of succession plans for Senior Management;
- (n) establishment and review of induction and continuing professional development programs for Directors to develop and maintain the skills and knowledge needed to perform their roles effectively;
- (o) overview and input into the recruitment, retention and termination policies and procedures for Senior Management; and
- (p) current industry codes, best practice, briefings on material developments in laws, regulations and accounting standards.

3 MEMBERSHIP, COMMITTEE STRUCTURE AND CHAIR

- 3.1 The members of the Committee will be appointed and removed by the Board.
- 3.2 The Committee shall consist of at least three members, a majority of whom are independent directors.
- 3.3 The Board will appoint the chair of the Committee who should be an independent non-executive Director. It is the responsibility of the chair of the Committee to schedule all meetings of the Committee and to provide the Committee with a written agenda.
- 3.4 The Company Secretary, or his or her appointee, will act as secretary of the Committee and will circulate minutes of the meetings.
- 3.5 If a member ceases to be a Director of the Board of the Company, that member ceases to be a member of the Committee.

4 ADMINISTRATIVE MATTERS

4.1 Meetings

- (a) Any member of the Committee may call a meeting of the Committee.
- (b) The Committee will consider matters within the scope of its responsibilities as often as the Committee members deem necessary to ensure that the Committee fulfills its role and the objectives set out in this Charter.
- (c) Committee meetings may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution. A circular or written resolution signed by a majority of all members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression "written" includes fax or other document produced by electronic means.
- (d) A quorum of the Committee will comprise any two members.
- (e) If the chair of the Committee is unable to attend a Committee meeting, the chair, or the members present, will appoint another member who is a director to act as chair at that meeting. However, all members are expected to participate in all Committee meetings.
- (f) All Directors who are not members of the Committee are entitled to attend any meeting of the Committee.
- (g) The Committee may invite any member of the Senior Management or other

individuals to attend meetings of the Committee, as they consider appropriate.

- (h) The chair of the Committee, or delegate, shall report to the Board following each meeting.
- (i) A member of the Committee is not entitled to be present at a meeting of the Committee when their election/re-election or removal, remuneration package, or specific remuneration policy that affecting them is being discussed.
- (j) The Committee shall have direct access to the Company's officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional, or other advice it requires in order to assist it in meeting its responsibilities from outside the Company.

4.2 **Voting**

- (a) Each member shall have one vote.
- (b) The chair of the Committee will not have a second or casting vote.

4.3 **Minutes**

Minutes of Committee meetings will be prepared by the Secretary, approved by the chair of the Committee in draft and circulated to all members. The minutes of a Committee meeting will be approved at the next Committee meeting and signed by the chair.

4.4 **Reporting**

The chair of the Committee will report on the actions and recommendations of the Committee to the Board at the next Board meeting following a meeting of the Committee. All Directors will be permitted, during a Board meeting, to request information from the chair of the Committee or members of the Committee.

4.5 **Authority and Access**

In carrying out its responsibilities, the Committee:

- (a) will have access to the company records and any other document, report, material or information in the possession of an employee or external advisor of the Company, as reasonably necessary to perform its functions; and
- (b) may invite an employee or any other person to attend a meeting of the Committee, including without management present for the purposes of seeking explanations and additional information from a person.

The Committee may engage separate independent counsel or advisers at the expense of the Company, in appropriate circumstances, with the approval of the Chair or by resolution of the Board.

The Committee may initiate special investigations as it sees fit, or as directed by the Board, in relation to matters set out in this Charter.

5 REVIEW

- 5.1 The Committee will, on a yearly basis, undertake an evaluation of its performance and effectiveness, review its membership and this Charter and make recommendations to the Board.
- 5.2 The Board may amend this Charter by resolution.