

The primary objective of the People and Performance Committee is to assist the Board in fulfilling its responsibilities in relation to human resource planning, development and remuneration of employees within the company.

Responsibilities of the Committee

The People and Performance Committee will consider matters relevant to its primary objective, carry out necessary reviews and advise the Board accordingly.

The Board authorises the Committee to act in a non-executive role to take action in order to:

- review annually all Board approved remuneration and employment policies and endorse any proposed amendments for Board consideration and approval
- promote excellent performance by reviewing processes to ensure that they align, track evaluate and reward high performance
- review and endorse the proposed annual individual contract and Executive remuneration increase for Board consideration and approval
- review Short and Long Term Incentive Plan payments for Board consideration and approval
- review annually the Short and Long Term Incentive Plans and endorse any proposed amendments for Board consideration and approval
- review and endorse proposed EBA negotiation strategies and settlements for Board consideration and approval as required
- review and endorse all significant HR transactions covering the CEO and Senior Executives including performance and salary reviews for Board consideration and approval, appointments, terminations, etc.
- review annually, the succession plan for CEO and Senior Executives and critical roles including the implementation of the associated development plans
- review all significant HR compliance breaches
- monitor compliance with legislative and regulatory compliance.

Membership and Committee Chairman

The membership of the Committee should be reviewed annually by the Board and comprise of at least three Members. Any Directors, alternate or observer may attend the Committee from time to time.

The Chair of the Committee will be appointed by the Board and reviewed biennially. The Chair will preside over the meetings of the Committee and may call special meetings, in addition to those regularly scheduled, and will report to the Board the recommendations of the Committee. Should the Chairman be absent from any meeting, the members of the Committee present shall appoint one of those to be Chair of that meeting.

The duties and responsibilities of member of the Committee are in addition to those set out in the Board Charter for a member of the Board of Directors.

The Chairman of the Board will have a standing invitation to attend all People and Performance Committee meetings.

Secretary

The Company Secretary or other person the Board may appoint will be designated the Secretary to facilitate the administrative functions of the Committee.

The responsibilities of the Secretary include preparing and sending notices of meetings and agendas, recording the minutes of meetings of the Committee, and performing any other administrative duties deemed necessary by the Committee.

Meetings

The Committee will establish a timetable for meetings during the year, which is to be not less than six monthly.

A quorum of the Committee will consist of at least two Members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Managers and other employees of the company and external consultants engaged on relevant tasks may be invited to attend Committee meetings as appropriate.

The Chief Executive Officer (“CEO”) of the Port of Brisbane shall normally be invited to attend Committee meetings, but will have no voting rights and must not be present during discussion on the terms of his own employment.

Copies of agendas and minutes for each meeting will be sent to all Directors within a reasonable period in advance of the meeting.

The Committee's deliberations will be reported to the full Board at the next Board Meeting following the meeting of the Committee. The Chairman of the Committee will report to the Board on any matters under consideration by it within the Charter. At the discretion of the Chairman and members of the Committee any matters deemed of major importance shall be referred to the Board for its attention.

Meeting Agenda

The following matters should be considered by the Committee at each of the regularly scheduled meetings:

- Review and approval of the minutes of previous meetings
- Review delegated actions as requested by the Board
- Formulate reports and recommendations to the Board
- Perform other functions and consider other matters deemed necessary by the Committee to fulfil its responsibilities.