



People, Remuneration and Nomination Committee Charter

1. Purpose

The purpose of this charter is to specify the authority delegated to the People, Remuneration and Nomination Committee (“**Committee**”) by the Board of Directors of Articore Group Limited (“**Articore**” or the “**Company**”, and collectively with its subsidiaries, “**Articore Group**”) and to set out the role, responsibilities, membership and operation of the Committee.

2. Authority

The Committee has been established in accordance with the Articore Constitution and has the role and responsibilities set out in this charter.

3. Definitions

This Charter makes reference to certain groups of employees that have been defined as per below:

Group Leadership Team (GLT) - consists of the Group CEO, Group CFO, Group CPCO, CEO - Redbubble, CEO - TeePublic and Group General Counsel.

Operating Company Executives (OC Executives) - consists of the Redbubble and TeePublic CEO’s direct reports who sit on the respective Executive Teams and the Articore Executive Compensation.

Key Senior Roles - other roles identified by the Group CEO. The list of roles/incumbents to be maintained by Group CPCO.

4. Objectives of the Committee

The Committee’s objectives are to ensure that:

- (a) Articore Group's general people practices are consistent with the Board's expectations in relation to:
 - (i) culture & organisational values;
 - (ii) employee conduct & behaviours;
 - (iii) health, safety & wellbeing;
 - (iv) talent management & diversity;
 - (v) employee engagement; and
 - (vi) social impact and sustainability

- (b) Artcore Group implements appropriate remuneration and retention strategies to enable it to execute the Artcore mission and purpose, ensuring that remuneration structure, policies and practices:
 - (i) are fair and appropriate;
 - (ii) are designed to enable Artcore Group to attract, retain and motivate directors, executives and employees who will create enduring value for shareholders;
 - (iii) are consistent with Artcore Group's beliefs and core values; and
 - (iv) are aligned with Artcore Group's Social Impact & Sustainability people and culture objectives.
- (c) The Board properly carries out its responsibilities in relation to:
 - (i) director selection and appointment practices;
 - (ii) director and Board performance evaluation processes and criteria;
 - (iii) Board composition; and
 - (iv) succession planning for the Board, Group Leadership Team and Operating Company Executives.

5. Responsibilities of the Committee

5.1 People

The Committee is responsible for:

- (a) oversight of Artcore Group's people and culture strategic plan;
- (b) oversight of policies that relate to people and culture; and
- (c) reviewing employee engagement results and trends.

5.2 Remuneration

(A) Remuneration - general

The Committee is responsible for:

- (a) developing and reviewing the remuneration framework for non-executive directors;
- (b) reviewing Artcore Group's policy on remuneration for the Group Leadership Team and Operating Company Executives and the implementation of the policy;
- (c) reviewing the total remuneration packages for Key Management Personnel, specifically:
 - the Group CEO, as proposed by the Board Chair and/or Committee Chair;
 - the Group CFO, as proposed by the Group CEO.
- (d) reviewing and approving changes to the total remuneration packages of the Group Leadership Team members all as proposed by the Group CEO;

- (e) reviewing Articore Group's recruitment, retention and termination policies for the Group Leadership Team, including ensuring that Articore Group's recruitment practices require: (i) appropriate background checks before engaging a new Group Leadership Team member; and (ii) a written agreement setting out the terms of appointment of a new Group Leadership Team member including appropriate notice periods and restraint provisions; and
- (f) making recommendations to the Board in relation to the matters above (to the extent the Committee does not have its own rights of approval).

For the purposes of this section, 'remuneration' includes base pay, any incentive payments, equity-based awards, health benefits and pension schemes.

(B) Incentive schemes and equity-based remuneration

With regards to Articore Group's incentive schemes and equity-based plans, the Committee is responsible for:

- (a) reviewing their terms (including any eligibility criteria, service conditions and performance hurdles for equity-based plans);
- (b) reviewing their value;
- (c) overseeing their administration;
- (d) in liaison with the Articore Audit and Risk Committee, understanding the financial reporting implications of Articore Group's incentive schemes and equity-based plans; and
- (e) considering whether shareholder approval is required for the schemes or plans and for any changes to them;
- (f) considering the appropriate exercise of Board discretions in Articore incentive schemes and equity-based plans; and
- (g) making recommendations to the Board in relation to the matters above.

(C) Structure of remuneration

In fulfilling these responsibilities, the Committee will ensure that:

- (a) a clear distinction is maintained between the structure of non-executive directors' remuneration and that of the Group CEO, Group CFO and other Group Executive and Operating Company Executive Team members;
- (b) a proportion of senior management's remuneration is structured in a manner designed to link rewards to corporate and individual performance;
- (c) Non-executive Director remuneration is structured to provide alignment between directors and shareholders;
- (d) any engagement of a remuneration consultant is approved by the Board or the Committee and the remuneration consultant must report its recommendation directly to either or both of the members of the Board (other than an executive director) or members of this Committee;

- (e) the Committee and the Board are satisfied with the arrangements put in place to ensure that any remuneration recommendation made by the remuneration consultant is made free from undue influence from any member of the key management personnel to whom the recommendation relates; and
- (f) the Committee will provide the Board with sufficient information to facilitate the Board in making informed decisions about the Committee's recommendations, including the financial reporting implications.

(D) Reporting and disclosure

- (a) The Committee will liaise with the Audit and Risk Committee in relation to Articore Group's remuneration related reporting in the financial statements and remuneration report required by the Corporations Act.
- (b) The Committee will review, and recommend to the Board for approval, an annual remuneration report for inclusion in the annual Directors' Report, containing information on Articore Group's remuneration policy and practices and, in conjunction with the Audit & Risk Committee, information on financial aspects of such policies and practices.
- (c) The Committee will ensure that all applicable governance, accounting and legal requirements regarding disclosure of remuneration, including gender pay equality measures and reporting obligations, in all forms, are complied with.
- (d) The Committee Chair will attend Articore's annual general meetings and be prepared to respond to any shareholder questions on the Committee's activities.

5.3 Nomination

The Committee's nomination responsibilities are:

- (a) developing and reviewing the process for the selection, appointment and re-election of directors;
- (b) evaluating the balance of skills, experience, independence, knowledge and diversity of directors to meet the needs of Articore Group and satisfy Articore Group's compliance obligations;
- (c) identifying and making recommendations to the Board for the appointment of new Board member candidates, having regard to the attributes listed in (b) above;
- (d) ensuring that there is a written agreement setting out the terms of appointment of each Board member;
- (e) making recommendations regarding the size of the Board so that the size encourages efficient and informed decision making;
- (f) developing and reviewing induction procedures for new appointees to the Board to enable them to effectively discharge their duties;
- (g) recommending continuing education measures to enhance director competencies and to update and enhance directors' knowledge and skills;

- (h) developing and implementing a process for the evaluation of the performance of the Board, Board committees and individual directors;
- (i) reviewing succession plans and processes for the Board and senior management annually and advising the Board of any recommended actions, with the objective of maintaining an appropriate balance of skills, experience, diversity and expertise;
- (j) reviewing (without the Chair's involvement) the performance of the Chair and reporting the results of the evaluation to the Board.

6. Delegation

The Committee may delegate any of its powers and responsibilities as the Committee thinks appropriate for the administration of director, senior executive and employee share, option or other plans, to senior management and the company secretary. For reporting to shareholders, the Committee may also delegate some of its responsibilities to the Audit and Risk Committee.

7. Membership

- (a) The Committee will consist of only non-executive directors. It shall have at least three members, a majority which shall be of independent directors. The Board Chair shall be an ex-officio member of the Committee.
- (b) The terms of service of Committee members will be reviewed by the Board Chair from time to time, with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee.
- (c) Re-appointment to the Committee is not automatic. Appointments and retirements are decided by the Board.
- (d) Committee members must devote the necessary time and attention for the Committee to carry out its responsibilities. At the first Committee meeting after their appointment and when the Board reviews Committee membership, each Committee member must confirm that they are able to devote sufficient time and attention to the Committee for the coming year.

8. Chair and Secretary

- (a) The Committee Chair is appointed by the Board. If, for a particular Committee meeting, the Committee Chair is not present within 10 minutes of the nominated starting time of the meeting, the Committee may choose one of their members to be the Chair for the meeting.
- (b) The Committee Chair will be an independent director.
- (c) The Committee Chair will attend Articore's annual general meetings and be prepared to respond to any shareholder questions on the Committee's activities.
- (d) The Company Secretary is the secretary of the Committee.

9. Committee meetings and process

- (a) Meetings and proceedings of the Committee are governed by the provisions in the Article Constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.
- (b) Committee members may attend meetings in person or by electronic means.
- (c) The Committee will meet as frequently as required to perform its functions. The Committee Chair must call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor or the Chair of the Board.
- (d) Two members constitute a quorum for meetings of the Committee.
- (e) Directors have a standing invitation to attend meetings of the Committee.
- (f) The Committee Chair may also invite Group Executives and OC Executive Team members, other senior managers and external advisors to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.
- (g) No member of the Committee will determine their own remuneration or participate in the review of their own performance.
- (h) The Committee Chair determines the meeting agenda after appropriate consultation.
- (i) The Company Secretary will distribute the agenda and meeting papers to all Committee members and other attendees before each proposed meeting of the Committee.
- (j) The Company Secretary will keep minute books to record the proceedings and resolutions of Committee meetings.
- (k) The Committee Chair will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

10. Access to information and advisers

The Committee will have access to the resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants, external remuneration consultants or other experts as it considers appropriate. The Committee may request management to provide information to the Committee.

11. Committee's Performance Evaluation

The Committee will review its performance annually. The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this charter.

12. Review and publication of the charter

- (a) This charter may be amended by resolution of the Board. The Board will review this charter at least annually and amend as appropriate.
- (b) The Committee will review this charter from time to time to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made.
- (c) This charter is available at www.articore.com and any key features are published in the Articore Group Corporate Governance Statement.