



## Transformation Committee Charter

---

### Introduction

---

1. The Transformation Committee (**Committee**) is a committee of the Board of Endeavour Group Limited (**Endeavour**).
2. This Charter sets out the role, composition, operation and responsibilities of the Committee and the manner in which it discharges those responsibilities for Endeavour.

### Role of the Committee

---

3. The Committee has been established to assist the Board in discharging its responsibilities in relation to a business-led transformation which will deliver a new business and technology platform for Endeavour, known as the One Endeavour Transformation (**OET**).
4. In assisting the Board, the Committee will oversee:
  - a. the OET program, including return on investment benefits and funding of the program;
  - b. risk management and assurance for the OET program;
  - c. resourcing of the OET program.
5. The Board has delegated authority to the Committee to fulfil its responsibilities as set out in this Charter and may make other delegations to the Committee from time to time.

### Composition

---

6. The Board will appoint the members of the Committee and the Committee Chair.
7. The Committee will consist of at least three directors, all of whom must be Non-Executive Directors.
8. The Committee Chair must be a Non-Executive Director and must not be the Board Chair.
9. The Company Secretary of the Board, or such other person as the Board may nominate, will act as Committee Secretary.

### Meetings

---

10. The Committee will meet at least four times a year or more frequently if deemed necessary.
11. The quorum for a meeting of the Committee is two directors.
12. All directors will have access to Committee papers and may attend Committee meetings.

13. The Board's protocols and processes for managing conflict of interests apply to Committee members and Committee meetings.
14. Management and external advisors may be invited by the Committee Chair to attend all or part of Committee meetings.
15. The Chief Executive Officer, Chief Financial Officer, Chief Strategy Officer, Chief Information Officer and Transformation Director (each a **Management Representative**) are responsible for providing the necessary management support to the Committee and each have a standing invitation to attend Committee meetings.
16. In consultation with the Chair, a Management Representative may nominate a suitable delegate to attend a meeting in their absence to provide the required management support to the Committee.

## Access, advice and reliance

---

17. The Committee has access to management, other relevant internal and external parties and to information that it considers necessary to fulfill its responsibilities.
18. The Committee may obtain independent advice at Endeavour's expense, including by engaging and receiving advice and recommendations from appropriate independent experts.
19. Management is responsible for the preparation, presentation and integrity of the information provided to the Committee.
20. Committee members are entitled to rely on information, advice and assurances provided by management and independent experts, as long as they are not aware of any grounds that would make such reliance inappropriate.

## One Endeavour Transformation

---

Objectives	<ol style="list-style-type: none"> <li>21. The primary objectives of the OET are to:           <ol style="list-style-type: none"> <li>a. separate technology infrastructure and processes from existing suppliers to operate as an independent entity;</li> <li>b. simplify Endeavour's technology environment and business processes to create greater operating efficiencies and achieve cost reductions in the business;</li> <li>c. build agility into systems and processes to support innovation and the future growth of Endeavour;</li> <li>d. make Endeavour's data accessible and fit-for purpose, (collectively, the <b>OET Objectives</b>).</li> </ol> </li> </ol>
Program	<ol style="list-style-type: none"> <li>22. A program of work with seven key pillars has been established by management to deliver the OET Objectives (<b>OET Program</b>), with each pillar comprising of key projects.</li> </ol>
Ways of Working	<ol style="list-style-type: none"> <li>23. The delivery of the OET will require significant time and commitment. In exercising diligence in discharging its oversight role, the Committee will:           <ol style="list-style-type: none"> <li>a. gain an understanding of the state of Endeavour's current technology infrastructure, ways of working, operating model and costs to the extent relevant to:               <ol style="list-style-type: none"> <li>i. consider the context for the rationale for decisions and options; and</li> <li>ii. the tracking and realisation of the OET Objectives and other benefits realisation,</li> </ol> </li> </ol> </li> </ol>

in connection with the OET;

- b. work with the Management Representatives (and any other specified management delegates) to obtain all relevant information to make informed decisions or recommendations to the Board relating to material decisions including in relation to design, implementation, risk management, prioritisation, return on investment benefits and resourcing associated with the OET; and
- c. evaluate the options presented by management in connection with the OET and understand the various considerations, including implications, of those options.

## Responsibilities of the Committee

---

The Committee is responsible for:

### Program Oversight

24. Overseeing management's development of the OET strategy, as well as any business plans, capital and operational expenditure (**budgets**), funding and communication strategy in connection with OET.
25. Overseeing the adequacy and effectiveness of the Program established to deliver the OET, including by reviewing its alignment to the OET Objectives to business operating requirements and return on investment benefits.
26. Providing guidance to management in relation to key decisions, management of risks, and implementation of the OET.
27. Recommending to the Board relevant business cases and related budgets for projects associated with the OET, as well as any material changes to business case scope and approved budgets.
28. Monitoring the implementation of the pillars or key projects within the Program, including the delivery against the pillar or project plans, milestones, identified benefits, budgets and resourcing requirements.
29. Overseeing the achievement against the OET Objectives, as well as delivery of any specific benefits or deliverables under each pillar or key project of the Program.

---

### Risk Management and Assurance

30. Overseeing the OET Program risk management processes, including key risks identified, reporting and tracking of those risks, and the effectiveness and adequacy of related mitigants or controls.
31. Referring any material risks to the Audit, Risk and Compliance Management Committee.
32. Reviewing any audit findings and recommendations related to the OET (including whether directly related to the OET Program, or a system or process improvement to be delivered in connection with OET), and overseeing the agreed response is addressed by management in an appropriate and timely manner.

---

### Team Resourcing

33. Overseeing the resourcing requirements to ensure adequate and appropriately qualified resources are in place to deliver the OET Program.
34. Monitoring the culture, engagement and wellbeing of the team members in the OET Program.
35. Overseeing the strategy for retention of key resources (team members or external resources).

36. Referring any matters to the People, Culture and Performance Committee as appropriate, including in relation to retention, incentivisation or other matters to help achieve successful delivery of the OET.

## Reporting

---

37. Minutes of Committee meetings will be made available to all directors.
38. The Committee Chair will report on the business of Committee meetings to the Board and convey Committee recommendations.

## Committee performance and Charter review

---

39. The Committee will annually assess its performance, effectiveness and fulfillment of its responsibilities under this Charter.
40. The Committee will review this Charter annually and recommend any changes to the Charter to the Board.

## Charter Governance

---

**Approved**

17 August 2023