



REMUNERATION COMMITTEE CHARTER

Composition of the Committee

- The Remuneration Committee ('Committee') of the board of directors ('Board') of Sims Limited ('Sims' or the 'Company') shall comprise at least three directors of the Company, with a majority being independent.
- Appointments, rotations and resignations of Committee members will be recommended to the Board by the Chairperson of the Committee ('Committee Chairperson').
- The Committee Chairperson shall be appointed by the Board and shall be an independent director.
- The Group Company Secretary of Sims, his or her nominee, will act as Secretary of the Committee.

Role of the Committee

The primary role of the Committee is to support and advise the Board on the implementation and maintenance of coherent, fair and responsible remuneration policies at Sims which are observed and which enable it to attract and retain executives and directors who will create value for shareholders of the Company.

Functions of the Committee

- Reviewing and making recommendations to the Board on:
 - remuneration policies and practices for the Group Chief Executive Officer and any direct reports to the Group Chief Executive Officer, incorporating the use, where appropriate, of external benchmarking;
 - the progressive linking, where appropriate, of pay with performance against goals established under any relevant Sims policies;
 - the remuneration and incentive performance packages of the Group Chief Executive Officer and direct reports to the Group Chief Executive Officer ensuring that they are reasonable, fair and market-competitive and (in the case of incentive or equity-based remuneration) are linked to appropriate and clearly specified performance targets and made in accordance with any necessary shareholder approval;

- remuneration by gender, including considering whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees;
 - any changes to the overall Sims Group's policy regarding remuneration;
 - the introduction of new, or materially modifying or terminating existing superannuation and retirement plans; and
 - the level of fees (including superannuation where applicable) for the non-executive directors, where necessary with the aid of advice or information from external consultants.
- Overseeing the annual performance appraisal, including the establishment and review of performance goals, of the Group Chief Executive Officer by the Board.
 - Overseeing the succession planning process for the Group Chief Executive Officer and direct reports to the Group Chief Executive Officer by the Board; including the framework for assessing organisational capabilities and employee development.
 - On the recommendation of the Group Chief Executive Officer, reviewing and approving the average salary increase percentages used for the annual salary review.
 - With regard to employee share, option and other equity based plans:
 - reviewing and making recommendations to the Board regarding the design and application of all equity based plans, including allocations;
 - keeping all plans under review in light of legislative, regulatory and market developments;
 - ensuring that the terms of equity based plans clearly prohibit entering into transactions or arrangements which limit the economic risk of participating in the equity based plans;
 - ensuring that equity based plans are structured in a manner that is consistent with the Company's policy on dealing in its securities; and
 - reviewing and making recommendations to the Board regarding proposed awards to the Group Chief Executive Officer under each plan.
 - Overseeing management's preparation of the annual Remuneration Report for inclusion in Sims's annual report, and recommending the report to the Board for approval.

- Overseeing the establishment and implementation of appropriate human resources policies and specific remuneration framework and policies applied across the Sims Group, and making recommendations to the Board as appropriate, including to ensure that they:
 - encourage and sustain a culture aligned with Sims’s core values;
 - support Sims’s strategic objectives and long-term financial soundness; and
 - are aligned with Sims’s risk management framework and risk appetite.
- Reviewing and recommending any update to this Charter as deemed necessary.
- Performing an evaluation of the Committee's performance at least annually to determine whether it is functioning effectively by reference to current best practice.

Annual General Meeting

- The Chairperson of the Committee will attend and be available to answer questions regarding the annual Remuneration Report at the Annual General Meeting of the Company.

Operations of the Committee

- The Committee shall meet at least twice each year and as required.
- A quorum is at least two Committee members, including the Committee Chairperson.
- An agenda for a Committee meeting shall, where practicable, be prepared and circulated to Committee members and other relevant individuals at least 48 hours prior to the time of the meeting.
- A Committee meeting may be held by Committee members communicating with each other by any technological means by which they are able to simultaneously hear each other and participate in discussion. The minutes of the meeting shall record the method of communication by which the meeting was conducted.
- Minutes of a Committee meeting shall be taken and tabled at the next convenient Committee meeting. The minutes and agendas of the prior Committee meeting will be included in the Board papers for the subsequent Board meeting. The Committee Chairperson shall report to the Board on any matters of significance recorded in the minutes. All directors will be permitted, within the Board meeting, to request information of the Committee Chairperson or members of the Committee.

- The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.
- The Committee, through the Committee Chairperson, may request the attendance at Committee meetings of management and/or staff of Sims on a regular or irregular basis, as it deems necessary, to provide appropriate information or explanations. No individual director or senior executive will be directly involved in determining their own remuneration.

Authority of the Committee

- In order to perform its duties, the Committee is authorised, via the Group Chief Executive Officer, to seek any information it requires from any employee of Sims.
- The Committee is authorised to obtain, at Sims's expense:
 - legal advice;
 - advice from senior management of Sims on Committee issues; and
 - other professional advice on any matters within its Charter,

where the Committee considers that advice necessary or appropriate in the carrying out of its duties.

This Charter was reviewed and adopted by the Committee on 24 June 2020.