



Human Capital Committee Charter

(Adopted by the Board of Directors of PLOS September 26, 2025; supersedes the Compensation Committee charter of 2022)

I. Role

The Human Capital Committee (the “Committee”) is established by the Board of Directors (the “Board”) of PLOS to assist the Board in its **oversight and advisory responsibilities** with respect to human capital matters. The Committee provides guidance and counsel to management and to the full Board on issues including: CEO and executive compensation and performance evaluation; organizational capabilities; and organizational health. In doing so, the Committee supports the Board’s role in promoting a sustainable, capable, and engaged workforce aligned with PLOS’s mission and long-term strategy.

II. Authority and Membership

1. The Committee is a committee of the Board established under Section 5.1 of the Bylaws. A majority of directors then in office will appoint members of the Committee and a Chair of the Committee, each to serve for two-year terms.
2. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause.

III. Operations

1. The Committee will meet with such frequency as it may determine. The Chair of the Committee will preside over Committee meetings. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.
2. The Committee will keep minutes of its meetings and report its activities to the Board on a regular basis.
3. The Committee may invite individuals who are not Board members to participate in Committee meetings, but these individuals will not have voting power and will not be held out as Committee members. The Committee may request any officer or employee of PLOS or outside consultants, counsel or other advisors, to attend meetings or meet with Committee members.
4. The Committee shall periodically review this Charter and recommend any proposed changes to the Board.



IV. Responsibilities

1. Executive Compensation and Performance

- Assess the annual performance of the CEO and recommend compensation actions for Board approval.
- Review and provide input where requested on the performance of other executives relative to the goals and strategy of the organization.
- Ensure that a framework is in place to provide compensation practices for executives that are fair, reasonable, competitive, and compliant with applicable laws and regulations.

2. Organizational Capabilities

The Committee provides oversight and advice to help ensure that appropriate frameworks and processes are in place to sustain and strengthen PLOS's organizational capabilities. In particular, the Committee will:

- Review how organizational roles and capabilities are assessed and aligned with current and future needs and provide input on identified gaps and potential approaches for addressing them.
- Advise on the adequacy of processes for evolving organizational structures in response to strategic priorities and external trends and consider whether these structures effectively support PLOS's long-term objectives.
- Consider management's workforce planning and development strategies, including readiness for digital transformation and the evolving skills required for future success.

3. Organizational Health and Culture

The Committee provides oversight and advice to help ensure that PLOS has effective mechanisms to monitor and address organizational health, culture, and employee experience. In particular, the Committee will:

- Review management's processes for assessing organizational health, culture, and employee wellbeing.
- Monitor key indicators such as survey results, workforce analytics, and other employee metrics, with a focus on identifying potential risks or warning signals.
- Consider the adequacy of frameworks for supporting remote and hybrid work, including their impact on culture, performance, and retention.
- Review employee engagement and retention approaches, including how feedback (e.g., surveys, exit interviews) is incorporated into management's policies and practices.



4. Succession Planning

- Advise on succession planning for CEO, executives and other business critical roles.
- Oversee the CEO succession process, working with the CEO to ensure an orderly succession, whether via an external search or the identification and development of leaders within the organization. Ensure that there are designated successors who are qualified and prepared to undertake and discharge the CEO's responsibilities on an interim basis should that become necessary.



Appendix: Background & Rationale for Revision of Committee Remit

The PLOS Board Compensation Committee's charter is currently somewhat narrowly focused on CEO compensation and performance management. This means that there is no natural home in our governance structure for important conversations about the organization's strategies, policies, and practices related to talent, leadership, culture, and organizational design and development.

In our October 2024 Board meeting, we discussed the idea of evolving this committee into a Human Capital Committee with the overall remit of helping to ensure alignment between human capital priorities and the long-term strategic goals of the organization.

As PLOS shifts into a more ambitious phase of its strategic development - and now within a more uncertain and turbulent global market - human capital management (HCM) is critical to success. Although these issues arise in a largely ad hoc way during regular Board meetings, the Board has had limited capacity to give HCM its due attention. We now have an opportunity to expand the Compensation Committee's scope to include a broader advisory remit over talent and culture.

A dedicated human capital committee can provide more in-depth oversight of talent strategies, workforce planning, and other human capital matters. It can also help identify and shape the right discussions for the full Board. As this function develops at PLOS, we want to ensure that our human capital metrics connect with business priorities, show progress over time, reference competitive benchmarks, and contextualize business drivers like performance and productivity.