

HALLENSTEIN GLASSON HOLDINGS LIMITED (HGHL)

REMUNERATION POLICY

1. Overview

1.1 Hallenstein Glasson Holdings Limited (HGHL) is committed to attracting and retaining superior candidates through market competitive remuneration and reward. HGHL aims to motivate and retain the talent our company needs to achieve its strategic and operational objectives, whilst balancing these demands with the interests of its stakeholders.

2. Purpose

2.1 HGHL aims to provide remuneration that is both competitive with its external markets and that remains affordable and sustainable for the company. In line with the following principles, HGHL:

2.1.1 rewards and recognises performance in support of our high-performance culture.

2.1.2 aligns performance expectations to our business strategy, key result areas and aims for remuneration decision-making to be applied consistently and objectively, company-wide.

2.1.3 aims to have remuneration packages that are easily understood by employees and prospective employees.

3. Application

3.1 This policy applies to directors and executives of HGHL.

4. Directors

4.1 The Remuneration Committee is responsible for reviewing non-executive directors' remuneration and benefits and making recommendations to the Board.

4.2 Non-executive director remuneration is paid in the form of directors' fees and should be set by reference to the time commitment and responsibilities of the role.

4.3 The total fees available to directors (the "director fee pool") is approved by HGHL's shareholders as required by the NZX Main Board Listing Rules. The Board determines the actual fees paid to directors from within the overall director fee pool.

4.4 Additional fees are paid to the Chair of the Board.

4.5 The Board may determine that additional fees and allowances should be paid to individual directors to reflect any membership of Board committees.

4.6 HGHL will generally not pay any performance based remuneration or retirement payments to non-executive directors.

- 4.7 The Board reviews the level of director remuneration each year to ensure it is fair and reasonable, following the recommendations received from the Remuneration Committee.
- 4.8 HGHL's annual report provides details of the director remuneration and fees paid by HGHL.
- 4.9 Executive directors are not paid director fees.
- 4.10 The Remuneration Committee will obtain independent advice, as necessary and consider the results of market comparison and a benchmarking assessment in setting non-executive directors fees, in line with the Remuneration Committee Charter.

5. Executive Remuneration

- 5.1 The Remuneration Committee is responsible for reviewing the remuneration of any Executive Directors and the Group CEO, and making recommendations to the Board. Executives reporting directly to the Group CEO will be reviewed by the Remuneration Committee in consultation with the CEO.
- 5.2 When setting the levels of fixed remuneration payable to executives, HGHL aims to set levels that are based on the scale and complexity of the role and that reflect the performance requirements and expectations of that role.
- 5.3 The company will set fixed remuneration following a market comparison and benchmarking assessment.

6. Short-term Incentives

- 6.1 Executives and some specific employees within the HGHL group may be eligible for a discretionary incentive scheme intended to motivate and reward for performance that is conditional on the achievement of certain performance criteria.
- 6.2 Short-term incentive plans are typically:
 - 6.2.1 measured over, and payable on, a seasonal or as otherwise as agreed basis;
 - 6.2.2 payments that are calculated as a percentage of the executive's base salary, typically ranging from 10% to 100%, or such other fixed amount;
 - 6.2.3 subject to specific, objective and measurable goals and targets based on profitability and other key measures. For example, for executives that are responsible for a company within the Group, their performance measure may be set on the performance of that company. For executives that have functional responsibilities, their performance objectives may be set on the financial performance of the Group.

7. Long-Term Incentives

- 7.1 Senior permanent employees within the HGHL group may be eligible for a long-term incentive plan when they join the group.

- 7.2 If an employee is provided a long-term incentive it will generally be in the form of shares under an employee share scheme which will generally have a three-year vesting period. The intent here is to align employee and shareholder interests, encourage employees to drive long-term sustainable performance and promote a culture of guardianship (care and responsibility).
- 7.3 The Remuneration Committee determines whether a long-term incentive plan will operate and the extent to which each executive is invited to participate in that plan.

8. Salary Review

- 8.1 Total remuneration for all staff is reviewed annually at 1 August. Salary review does not necessarily imply individual increases. Considerations include market movements, salary trends, our current market alignment, general economic indicators and company performance.

9. Governance

- 9.1 The Board carries ultimate responsibility for remuneration policy.
- 9.2 Remuneration Committee approval is required for all remuneration decisions concerning the CEO and their direct reports (this includes salary review outcomes and short-term incentive objectives).
- 9.3 Remuneration Committee approval is required for the annual salary review budget.
- 9.4 Remuneration Committee to review all short and long-term incentives annually.