

HALLENSTEIN GLASSON HOLDINGS LIMITED

REMUNERATION COMMITTEE CHARTER

1 ESTABLISHMENT

The HGHL remuneration committee (the *Committee*) shall be a committee of the HGHL board (the *Board*). It is appointed by, and responsible to, the Board.

2 PURPOSE

The purposes of the Committee are as follows.

- 2.1 Assist the Board in the establishment of effective remuneration policies and practices and in discharging the Board's responsibilities relative to remuneration setting and review of the Group CEO and other senior executives, and directors (including executive and non-executive directors).
- 2.2 Annually review directors fees and determine whether those fees are appropriate and make recommendations to the board to put forward any proposed increases to be considered by shareholders at the next Shareholder Meeting.

The Board has also adopted a remuneration policy, which provides further details on HGHL's remuneration of directors and senior managers. This policy is set out on HGHL's website.

3 PRINCIPLES AND POLICIES

The key principles and policies to be applied by the Committee in carrying out its role are as follows.

- 3.1 To ensure that the remuneration of directors and executives is transparent, fair, and reasonable.
- 3.2 HGHL's remuneration practices have the objective of attracting and retaining superior candidates within a competitive market who have the required skills, knowledge and experience to competently execute their roles.
- 3.3 The executive (including executive directors) remuneration packages shall include an element that is dependent on entity and individual performance.
- 3.4 The non executive chairman/director fees shall be based on an annual independent survey of relevant market data and include an element of entity growth and financial performance.
- 3.5 The remuneration arrangements for the directors and the Group CEO will be disclosed in the company's annual report in line with the recommendations in the NZX Corporate Governance Code and all legal and listing rule requirements.

4 **DUTIES AND RESPONSIBILITIES**

The Committee does not take actions or make decisions on behalf of the Board unless specifically mandated by the Board. The Board has delegated certain functions to the Committee as follows.

- 4.1 Setting and reviewing the effectiveness of the remuneration policies and practices of the company.
- 4.2 Setting and reviewing, in accordance with the company's remuneration policies and practices, the remuneration of the Group CEO, the direct reports to the Group CEO and other such executives as the Board may from time to time determine.
- 4.3 Setting and reviewing, as appropriate, the terms of employment agreements for the personnel referred to above.
- 4.4 Setting and reviewing the terms of the company's short and long term incentive plans including any share option plans for employees.
- 4.5 Commission any study, survey and/or independent advice as it sees fit to assist in its consideration of any matter.
- 4.6 Making recommendations to the Board on setting and reviewing all components of the remuneration of non-executive directors. Such components shall include all base fees, supplemental fees for undertaking additional duties, reimbursable expenses, and all other benefits and entitlements arising from their directorships.
- 4.7 Attend to any other matter put to the Committee as may be referred to it by the Board.

5 **MEMBERSHIP**

- 5.1 Members of the Committee shall comprise non executive members of the board appointed by the board, a majority of whom will be independent directors.
- 5.2 The number of members of the Committee shall be no less than three.
- 5.3 The Board shall appoint the chairman of the Committee.
- 5.4 The appointment and removal of members of the Committee shall be the responsibility of the Board.

6 **MEETINGS OF THE COMMITTEE**

- 6.1 A quorum at meetings of the Committee shall be at least two members in attendance.
- 6.2 HGHL group employees will only attend Committee meetings at the invitation of the Committee. The Committee may have in attendance such members of the company's management, including the Group CEO, and where appropriate external advisors, as it considers necessary to discharge the duties and responsibilities of the Committee.

6.3 Meetings of the Committee shall be held as deemed necessary, but in any event at least once per year having regard to when director and executive remuneration is due for review in terms of the company's remuneration policy.

6.4 Minutes of all meetings shall be kept and circulated to the Board on a timely basis.

7 AUTHORITIES

7.1 The Committee will make recommendations to the Board on all matters requiring a decision. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

7.2 The Committee is authorised by the Board, at the expense of the company, to obtain such outside information and independent advice including market surveys and reports, legal opinions and to consult with outside advisors with relevant experience and expertise as necessary to properly discharge its duties and responsibilities.

8 REVIEW OF THE COMMITTEE

The Board will undertake an annual review of the performance of the Committee and its objectives and responsibilities.

9 REPORTING PROCEDURES

9.1 After each meeting of the Committee the chairperson will report the Committee's recommendations to the Board.

9.2 The chairperson of the Committee will present an annual report to the Board summarising the Committee's activities during the year and any related significant results and findings.