



Remuneration Committee Charter

1. Constitution

- 1.1 The Remuneration Committee (Committee) shall be a committee established by the Board.
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2. Purpose

- 2.1 The purpose of the Committee is to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the:
- (a) appointment, remuneration and evaluation of the Group Chief Executive Officer ("CEO") and direct reports, and succession planning in relation to them; and
 - (b) oversight of the Company's key human resources policies including remuneration.
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3. Membership

- 3.1 The Committee shall consist of a minimum of three directors.
- 3.2 The members are appointed by the Board, which also appoints the Chair of the Committee.
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4. Procedure

- 4.1 The Committee will meet at least two times per year. In addition, the Chair may convene further meetings when requested by any member of the Committee and at such other times as the Chair considers necessary. The Chair of the Committee may hold informal meetings from time to time, to discuss draft proposals and/or discuss senior executive issues.
- 4.2 The quorum for a Committee meeting is two directors present. In the absence of the Chair, the members present will elect one of their number to act as Chair. The Committee shall determine who will attend meetings in addition to the Group Chief Executive Officer and the Chief Financial Officer who shall attend by standing invitation.
- 4.3 The Committee meets in private session at any meeting, at the discretion of the Chair.
- 4.4 The agenda and Committee papers will be prepared and circulated to all Directors of the Company including the members of the Committee prior to Committee meetings.
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5. Responsibilities

- 5.1 The following activities have been defined by the Board and constitute the terms of reference of the Committee being the powers delegated to the Committee by the Board:

Directors, Group CEO and direct report appointment, remuneration, evaluation and succession:

- (a) making recommendations to the Board with respect to non-executive directors' remuneration and compensation;
- (b) recommending to the Board the appointment, and the conditions and terms of employment, of the Group CEO and CFO;
- (c) reviewing and evaluating the performance of the Group CEO and CFO against key performance objectives and making remuneration recommendations to the Board;

- (d) approving the appointment, and the conditions and terms of employment, of the Group CEO's direct reports (excluding the CFO);
- (e) approving all remuneration matters and any changes to terms and conditions of employment relating to the Group CEO's direct reports (excluding the CFO);
- (f) reviewing management's recommendations and advising the Board on succession plans for the Group CEO and direct reports.

Key human resources policies:

- (g) making recommendations (including proposing amendments) to the Board with respect to senior executive incentive remuneration plans, employee superannuation plans, share option plans, employee share ownership plans and other employee benefits and incentive schemes;
- (h) conducting an annual review to ensure remuneration practices are consistent with Board policy; and
- (i) approving remuneration guidelines and annual budgets for the Company.

5.2 The Committee does not take actions or make decisions on behalf of the Board unless specifically mandated.

6. Members' Powers and Authority

- 6.1 In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the terms of reference set out herein.
 - 6.2 The Committee may:
 - (a) obtain independent professional advice in the satisfaction of its duties at the cost of the Company (subject to the approval of the Chair of the Board);
 - (b) secure the attendance at meetings of outsiders with relevant experience; and
 - (c) have direct access to the resources and information of the Company as it may reasonably require.
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7. Reporting Procedures

- 7.1 The Chair of the Committee will report to the Board on the matters discussed at Committee meetings and actions recommended.
 - 7.2 Minutes will be taken of all Committee meetings and circulated to the Board once approved by the Chair.
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8. Accountability to the Board

- 8.1 The Committee reviews its performance against the Charter annually and reports back to the Board.
 - 8.2 The Board reviews this Committee Charter annually.
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9. Publication

- 9.1 This Charter is available on the company website www.greencrosshealth.co.nz.