

NZPM Group Limited

Remuneration Committee Terms of Reference

The NZPM Group Limited Board of Directors (“the Board”) has established a committee of directors known as the Remuneration Committee (“the Committee”).

1 OBJECTIVE

The objective of the Committee is to assist the Board in fulfilling its commitment to set and review the remuneration policies and practices of the group and review the remuneration of all directors and Executives annually and to make recommendations for the appointment or dismissal of Executives.

2 COMPOSITION

The Committee is appointed by the Board and comprises a minimum of three Directors.

The Committee may co-opt any other Director in the event that one of the Committee members is absent or unavailable. The quorum of the Committee shall be three, which must include at least two of the named appointed members of the Committee. Any Director so co-opted shall be counted as part of the quorum.

Other persons or representatives of management may also attend meetings at the invitation of the committee.

3 AUTHORITIES

The Committee does not have the authority to make a decision in the Board’s name or on its behalf unless specifically authorised to do so by these terms of reference or as directed by the Board. The Committee will make recommendations to the Board as set out in these terms of reference.

Committee members have access to NZPM’s Executive team and other senior staff through the Chair of the Committee at any time.

The Committee is authorised by the Board to obtain, at the expense of the Company, outside legal or other independent professional advice as it sees necessary to carry out its responsibilities. The Chair of the Committee will keep the Chair of the Board updated throughout any process that involves incurring external expenses.

4 RESPONSIBILITIES

The responsibilities of the Committee will be those delegated by the Board from time to time and shall include (without limitation):

- To make recommendations to the Board for appointment or dismissal of the Company's Executives (defined as being Executives who report directly to the Board);
- To make recommendations to the Board in respect of remuneration of the Executives and the terms and conditions of their Employment Contracts;
- To receive a report on the levels of remuneration of Executives and to report on these to the Board of Directors at least once annually;
- To make recommendations to the Board in respect of setting and measuring outcomes for the performance objectives of Executives.
- To approve and recommend to the Board the annual incentive programme for staff;
- To review the group's standard terms and conditions of employment for staff; and
- To make recommendations to the Board in respect of remuneration of the directors.

5 FREQUENCY OF MEETINGS

The Committee will meet on an as required basis to ensure it fulfils its responsibilities.

6 ADMINISTRATION

The Chair of the meeting shall also act as secretary to the meeting.

7 REVIEW OF COMMITTEE TERMS OF REFERENCE

The Committee shall undertake a biennial self-review of its objectives and responsibilities and of the terms of reference and report back to the Board.

Approved Date: 28 March 2018

Review Date: March 2020