

Remuneration Committee Charter

Netwealth Group Limited ACN: 620 145 404
Netwealth Holdings Limited ACN: 133 790 146

Approved by the Board on 23 October 2017 for adoption on listing

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Custodian	Company Secretary
Date previously approved by Board	Updated Charter in preparation for listing
Date of next scheduled review	September 2018 (or earlier if required)

1.0 Standing of the Committee

The Remuneration Committee (**Committee**) is a committee of the Board of Netwealth Group Limited (**NGL**). The Committee will also undertake the role of the remuneration committee for the board of each subsidiary of NGL (**Subsidiary**) where required.

In making decisions in relation to a Subsidiary, the Committee is acting as a committee of the Board of that Subsidiary.

One of the Subsidiaries, Netwealth Investments Limited (**NIL**) is a Registrable Superannuation Entity licensee to whom APRA Prudential Standards apply including APRA Prudential Standard SPS 510 Governance (**SPS 510**) which imposes requirements in relation to the operation of its board remuneration committee.

2.0 Membership of the Committee

It is intended the Committee consist of (and whilst NGL is included in the S&P/ASX 300 Index, the Committee must consist of):

- only non-executive directors of NGL;
- a minimum of 3 members;
- a majority of independent directors of NGL; and
- an independent NGL director as chair who is not the chair of the NGL Board.

The NGL Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

Non-Committee members, including directors and members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

3.0 Role and responsibilities

The responsibilities of the Committee are as follows:

- (a) Review and make recommendations to the relevant board on the Remuneration Policy, including its effectiveness and, insofar as it relates to NIL, that the Remuneration Policy:
 - is compliant with the requirements of SPS 510;
 - outlines the remuneration objectives and structure of the remuneration arrangements, including but not limited to, the performance-based remuneration components; and

- sets out who is covered by it including each 'responsible person' as defined in APRA Prudential Standard 520 (**Responsible Person**).
- (b) Annually review and recommend to the relevant board arrangements including contract terms, annual remuneration and participation in NGL's short and long-term incentive plans for the Joint Managing Directors, the Joint Managing Directors' direct reports (where relevant) and all other Responsible Persons (where relevant), other persons whose activities may in the Committee's opinion affect the financial soundness of NGL's business operations, and any other person specified by APRA.
 - (c) Annually review (where applicable) and recommend to the relevant board remuneration of the categories of persons covered under the Remuneration Policy (other than those persons for whom such recommendations are already required under paragraph 3(b)).
 - (d) Review and recommend to the NGL Board short term incentive performance targets and bonus payments for the Joint Managing Directors and the Joint Managing Directors' direct reports.
 - (e) Approve all remuneration packages over a threshold amount (as determined in the Board Delegation Policy) including:
 - Remuneration packages included in any offers of employment; and
 - Increases in remuneration proposed for an employee.
 - (f) Approve major changes and developments in the remuneration policies, superannuation arrangements and industrial relations strategies for the Group.
 - (g) Review and recommend to the NGL Board major changes and developments in relation to the Group's employee equity incentive plans.
 - (h) Recommend to the NGL Board whether offers are to be made under any or all of the Group's employee equity incentive plans in respect of a financial year.
 - (i) Recommend to the relevant board whether offers are to be made and any bonus payments to be made to employees.
 - (j) Oversee the operation of NGL's employee equity incentive plans in place from time to time including approving any minor changes to the terms of plans from time to time.
 - (k) Review and make recommendations to the relevant board on remuneration by gender and recommend strategies or changes to address any pay gap.
 - (l) Review and recommend to the relevant board the remuneration arrangements for the Chairman and the non-executive directors of the board, including fees, travel and other benefits.
 - (m) Approving the appointment of remuneration consultants for the purposes of the Corporations Act 2001 (Cth), where applicable.

- (n) Take appropriate action to ensure that the Committee, the relevant board and management have available to them free and unfettered access to risk and financial control personnel, sufficient information and external advice to ensure informed decision making regarding remuneration.
- (o) Review and recommend to the relevant board the remuneration report prepared in accordance with the Corporations Act 2001 (Cth) for inclusion in the annual directors' report, where applicable.
- (p) Review and facilitate shareholder and other stakeholder engagement in relation to remuneration policies and practices.
- (q) Meet with APRA upon request.
- (r) In relation to each Subsidiary that the Committee performs the function of the remuneration committee, perform such responsibilities as listed above or are required to fulfil its delegated role.

4.0 Remuneration policy

- (a) In discharging its responsibilities, the Committee must have regard to the following policy objectives:
 - to ensure remuneration structures are equitable and aligned with the long-term interests of the company and its shareholders and having regard to relevant Group policies;
 - to attract and retain skilled executives;
 - to ensure the remuneration structure is consistent with and promotes the achievement of strategic objectives and adherence to the Group's values, policies and procedures;
 - to ensure employees are remunerated fairly for the work undertaken having regard to the remuneration of employees in comparable positions in comparable organisations in comparable geographic locations;
 - to structure short and long-term incentives that are challenging and linked to the creation of sustainable shareholder returns; and
 - to ensure any termination benefits are justified and appropriate.
- (b) In the discharge of the Committee's responsibilities, no executive should be directly involved in determining their own remuneration.
- (c) The Committee must at all times have regard to, and notify the relevant board as appropriate of, all legal and regulatory requirements, including any shareholder approvals which are necessary to obtain.

5.0 Review

The NGL Board will, at least once in each year, review the performance, membership and charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the NGL Board in relation to the Committee's membership, responsibilities, functions or otherwise.

6.0 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

Attachment 1

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet quarterly.

Quorum

The quorum is at least 2 members present, either in person or by using any technology.

Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held. The Company Secretary will distribute in advance of the meeting of the Committee the agenda and related papers to each of the Committee members or any other persons determined by the Committee.

Voting at meetings

The Committee should pursue collective decision making, and seek consensus where possible. The Committee Chairman should test consensus and, if a unanimous view cannot be reached, decisions will be based on the majority view. Each Committee member will have one vote. If an equal number of votes is cast for and against a resolution, the Committee Chair does not have a casting vote in addition to their vote as a Committee member, and the resolution is not passed.

Independent advice

The Committee may seek the advice of the auditors, solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee chair, be presented at the next relevant board meeting. These minutes are retained in Diligent Boards and are available to any director of NGL and any Subsidiary that has delegated to the Committee on request.

Reporting

It is intended that a report of the actions of the Committee and a copy of the minutes of the Committee meeting or both will be included in the Board papers for the relevant board meeting next following a meeting of the Committee.

The Committee chair will provide a brief oral report to the relevant board as to any material matters arising out of the Committee meeting. All directors may, within the relevant board meeting, request information of members of the Committee.