

Fisher Funds Management Limited

REMUNERATION COMMITTEE CHARTER

Approved: September 2021

1. CONSTITUTION

The Remuneration Committee shall be a committee of the Board established by the Board.

2. PURPOSE AND OBJECTIVES

The Committee has been established to assist the Board in discharging its duties, particularly those regarding remuneration and executive management and performance, as set out in this charter. The objective of the Committee is to:

- establish a remuneration policy and framework for the company;
- set and review the level of non-executive directors' remuneration;
- set and review the level of the Chief Executive Officer's remuneration;
- consider and review recommendations from the CEO for other Executive remuneration
- review overall talent management and succession for key roles; and
- review the key human resource policies and people strategies of the company.

3. MEMBERSHIP

Members of the Committee shall comprise members of the Board appointed by the Board, subject to the requirements of the Shareholders Agreement.

The number of members of the Committee shall be not less than three.

The Chairman of the Committee will be nominated by the controlling shareholder and approved by the Board.

All Directors will be invited to attend Committee meetings, however only Committee members will be entitled to vote.

4. SECRETARIAL AND MEETINGS

The secretary of the Committee shall be appointed by the Board.

A quorum of members of the Committee shall be three.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee.

Meetings shall be held at least twice per year and at other times it deems necessary. The proceedings of all meetings shall be minuted.

5. RESPONSIBILITIES

The responsibilities of the Committee are to review and where appropriate make recommendations to the Board in respect of:

Remuneration matters

- a) the remuneration of non-executive directors;
- b) policies relating to overall companywide remuneration, and the remuneration and incentive framework including any short and/or long term incentives of the company;
- c) the remuneration of the Chief Executive Officer;
- d) the recruitment, appointment, retention, performance measurement and termination of the Chief Executive Officer;
- e) the establishment of Chief Executive key performance measures for each relevant period;
- f) recommendations from the Chief Executive on leadership team Executive remuneration;
- g) recommendations from the Chief Executive on frontline sales and advice employees.

Talent Management and Succession Planning

- a) succession plans for the Chief Executive Officer.
- b) key talent identification and succession plans for other key Executive positions.

Diversity and Inclusion

- a) the overall diversity policies of the company.
- b) diversity plans, measurable objectives and progress over time.

People Strategies' and Policies

- a) the core human resource policies of the company including; ethics, conflicts, trading, leave and health and safety.
- b) the Conduct Principles.

6. AUTHORITY

The Committee is authorised by the Board to obtain, at the reasonable expense of the company, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the expense of the company, of outside parties with relevant experience and expertise if it considers this necessary.

7. REPORTING PROCEDURES

After each Committee meeting the Chairman shall report the Committee's findings and recommendations to the Board.

The minutes of all Committee meetings shall be circulated to members of the Board.

8. REVIEW OF THE COMMITTEE AND THE CHARTER

The Committee shall undertake an annual self review of its objectives and responsibilities and of its charter. This Charter will be reviewed bi-ennially or more frequently if required.

Such objectives, responsibilities and the charter shall also be reviewed by the Board and any other person the Board considers appropriate.