



GREENCROSS HEALTH LIMITED

REMUNERATION POLICY

1. **Policy Statement**

- 1.1 The Company is committed to ensuring that the remuneration of the Board of Directors, the Chief Executive Officer (CEO), leadership team and all employees is transparent, fair and reasonable.

2. **Application**

This policy applies to directors, the CEO, leadership team and all employees of the Company.

3. **Remuneration Practices**

- 3.1 The Company's remuneration structure is designed to attract, reward and retain high performing people who are able to enhance the Company's performance.
- 3.2 The total remuneration available annually to directors of the Company (the "director fee pool") has been approved by the Company's shareholders. The Board determines the actual fees paid to directors reflecting director roles, responsibilities and contributions. Details are provided to shareholders in the annual report. Any increase to the director fee pool must be approved by Shareholders.
- 3.3 The Company is committed to creating a rewarding workplace for employees by valuing everyone's contribution, encouraging personal development, recognising good performance, and fostering equality of opportunity. This is supported by three reward strategies:
- To measure and reward people for their performance and potential;
 - To ensure the reward strategy supports the Company strategy; and
 - To drive financial responsibility by making sure that what is done is affordable.
- 3.4 The total remuneration payable to Company employees may be made up of three components; fixed remuneration, at-risk/variable remuneration to reward

- performance, and other benefits. The weighting of each component is aligned with position grades to reflect the complexity of the role.
- 3.5 Where practical, the Company tests employee remuneration at least every two years against external market information to ensure market relativity and internally to test pay equity, including by gender.
- 3.6 From FY19, the Company intends to report in its annual report detail of the remuneration provided to the CEO in line with NZX guidelines, as well as a transparent overview of all employee remuneration.

4. Roles, Responsibilities and Ownership

- 4.1 The Company Board of Directors (the Board) is responsible for ensuring transparency and accountability to shareholders, including remuneration practices.
- 4.2 The Nominations and Remunerations Committee supports and advises the Board on matters relating to remuneration including, remuneration policy, practices for all Company employees and remuneration for the CEO, leadership team and directors.
- 4.3 The Committee carries out its function with a view to ensuring that directors and employees are remunerated in accordance with this policy.
- 4.4 Company management provide recommendations on the Company's remuneration structure, annual remuneration budget and allocation, short term incentives and equity awards, to the Nominations and Remuneration Committee for approval.