

# REMUNERATION COMMITTEE CHARTER



Owner: Vector's board of directors  
Approved: June 2010

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## 1. STATUS AND OBJECTIVES

### 1.1 Status

The remuneration committee is a sub-committee of the board of Vector and exercises the board's authority in respect to those responsibilities delegated to it by the board and is accountable to the board for its performance.

### 1.2 Objectives

The objectives of the remuneration committee are to:

- (a) Consider all appointments at the group chief executive and executive team level, including contractual conditions;
- (b) Review the performance of the group chief executive;
- (c) Provide input into the process and review by the group chief executive of the performance of members of the executive team;
- (d) Monitor the outcomes of policy implementation at executive management level, including incentive payments and that the relationship of remuneration to performance is clear;
- (e) Review Vector's Remuneration Policy, at least annually;
- (f) Review directors' remuneration from time to time; and
- (g) Undertake such other directives that the board may set down from time to time.

## 2. COMPOSITION

### 2.1 Membership

The committee shall comprise not less than three members, being directors of Vector.

2.2 **Appointment and removal of members**

The board shall appoint the members and chair of the committee. Members may be removed by the board at any time during their tenure.

**3. MEETINGS**

3.1 **Meetings and procedure**

The remuneration committee shall meet formally at least three times per year and at such other times the committee considers appropriate to fulfil its responsibilities.

3.2 **Board procedure to apply**

The procedure of the board in relation to meetings shall apply to the remuneration committee with all necessary modifications.

3.3 **Quorum**

A quorum for a remuneration committee meeting shall be three members.

3.4 **Attendance at meetings**

The remuneration committee must extend an invitation for attendance to other directors, where the remuneration committee thinks this is appropriate. The committee shall extend an invitation for attendance to the group chief executive and relevant executives where the committee thinks this is appropriate.

**4. REPORTING**

4.1 The committee shall report its decisions and recommendations to the board; such report to be made at the next scheduled meeting of the board.

**5. REVIEW OF COMMITTEE**

5.1 The committee shall undertake a regular self review of its:  
(a) objectives and responsibilities; and  
(b) charter.