



DIRECTOR REMUNERATION POLICY

Owner: Vector's board of directors
Approved: August 2017
Review: August 2019

1. Purpose

Vector Limited (*Vector* or *Company*) will provide fair and reasonable, yet competitive, remuneration for its directors to ensure that the Company attracts and retains high calibre directors who have the skills, experience and knowledge to increase entity value, to the benefit of all shareholders.

The board's Remuneration Committee reviews and makes recommendations in respect of remuneration policies and practices for directors, senior executives and Vector employees generally.

2. Directors' remuneration

2.1 As required by Vector's Constitution, no increase in directors' remuneration shall apply unless that increase has been approved by an ordinary resolution of shareholders. The board will, from time to time, but normally annually, review the level of directors' remuneration, taking into account:

- (a) An independent assessment of the competitive market;
- (b) Vector's remuneration practices compared with similar companies and market trends;
- (c) The competitiveness of the prevailing level of remuneration and its ability to meet the primary remuneration policy objective of attracting and retaining high quality directors; and
- (d) Changes in directors' workloads.

2.2 A notice of meeting proposing any increase in directors' remuneration for shareholders' approval shall include a full explanation and justification for the proposed increase.

2.3 Subject to the requirement for shareholders' approval, the board may from time to time make a special payment to a director, or directors, in respect of additional services associated with any special event or project.

3. Disclosure

3.1 Vector will disclose directors' remuneration in accordance with all legal requirements.