

DIRECTOR & EXECUTIVE REMUNERATION POLICY



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

Vector will provide fair and reasonable, yet competitive, remuneration for its directors and executives to ensure that the Company attracts and retains high calibre directors and senior executives 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.

This policy on Director and Executive Remuneration complements Vector's over-arching Remuneration Policy applicable to all Vector employees.

1. Directors' remuneration

- 1.1 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.
- 1.2 A notice of meeting proposing any increase in directors' remuneration for shareholders' approval shall include a full explanation and justification for the proposed increase.
- 1.3 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.

2. Executive remuneration

- 2.1 Remuneration of Vector executives shall be set by reference to the Vector Remuneration Policy as well as reflecting:
 - (a) Market survey data; and
 - (b) Job size, including responsibilities, skills and competencies, and accountabilities.
- 2.2 Executive remuneration will be reviewed annually and will include "at risk" bonus and incentive payments based on predetermined financial and operational performance measures.

3. Disclosure

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