



# Board Remuneration Committee Charter

## 1. Role

1.1 The role of the Board Remuneration Committee of Washington H Soul Pattinson and Company Limited (WHSP, the Company) is to make recommendations to the WHSP Board with regard to the following:

- Remuneration for Non-executive Directors ('Non-executive Director' means a Director who is not employed in an executive capacity by WHSP);
- Remuneration for the Managing Director and Chief Executive Officer and Key Management Personnel;
- WHSP's remuneration policy; and
- Any other matters referred to it by the Board.

## 2. Responsibilities

To accomplish its role, the Committee:

2.1 Reviews remuneration arrangements and escalates significant matters to the attention of the Board.

### Remuneration arrangements are to:

- provide incentives for sound and effective risk management and the long-term sustainability of the Company;
- comply with statutory obligations regarding remuneration related disclosures; and
- be consistent with best practice and based on long-term achievements.

### Remuneration arrangements are not to:

- create incentives for management to pursue greater profitability by relaxing risk controls; or
- result in differences in remuneration which are based on gender.

2.2 Determines appropriate policies and reporting with respect to employee incentive programs and employee equity plans.

2.3 Makes remuneration recommendations for Key Management Personnel to the Board for its approval.

2.4 Reviews the remuneration framework and fees for Non-Executive Directors ahead of making recommendations to the Board.

- 2.5 Periodically reviews the Committee's Charter.
- 2.6 Reviews the annual work plan and the performance of the Committee.

### 3. Composition and Membership

- 3.1 The Committee will consist of:
  - at least three members;
  - only Non-executive Directors;
  - a majority of Independent Directors; and
  - an Independent Director as Chair.

An Independent Director is a Director who has been assessed by the Board to be independent in accordance with the Board's definition of Independence.
- 3.2 The Company Secretary or their nominee will act as the Secretary to the Committee.

### 4. Meetings

- 4.1 Members of the Board who are not members of the Committee and others may attend meetings at the invitation of the Chair.
- 4.2 Executive Directors and other employees (including the Secretary) are not to be present when their remuneration is being considered or when other remuneration, which may have a bearing on their remuneration, is being considered.

#### Frequency

- 4.3 The Committee is to meet as often as required and at least once each year.

#### Quorum

- 4.4 A quorum will comprise two members of the Committee.

#### Secretary

- 4.5 Meetings will be called by the Secretary at the request of the Chair of the Committee or the Chair of the Board.
- 4.6 The Secretary will keep minutes of proceedings and resolutions of the Committee together with copies of Committee papers.

### 5. Access and advice

- 5.1 The Committee has authority to appoint and set the terms of engagement of advisers as required for the Committee to carry out its responsibilities.
- 5.2 If the Committee engages expert advisers on matters pertaining to the remuneration of Directors or key management personnel, those advisers are to provide their advice directly to the Committee, independent of management.
- 5.3 The Committee has unrestricted access to Company officers and executives, including requiring their attendance at Committee meetings.

## 6. Reporting

- 6.1 The Committee reports to the Board and Committee meeting minutes will be provided to the Board for noting.
- 6.2 The Committee will provide the Board with sufficient information to allow informed decision making.