

Nomination and Remuneration Committee Charter

21 February 2018

Document Control & Version History

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| Policy | Nomination and Remuneration Committee Charter |
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Record of Amendments, Authorisations & Issues

| Version | Revision Date | Drafted by | Nature of Amendment | Approval Required |
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| 1.0 | 27 July 2016 | Legal and Company Secretariat | Minor amendments | BRCC |
| 2.0 | 1 July 2017 | Legal and Company Secretariat | Minor amendments | BRCC/CLRCC Chair |
| 3.0 | 21 February 2018 | Legal and Company Secretariat | Minor amendments | BRCC Chair |

1 Introduction

1.1 Purpose of the Committee

The Company has established the Committee to:

- (a) comply with its obligation under the APRA Prudential Standard to have a Board Remuneration Committee that complies with the requirements of the Prudential Standard;
- (b) reflect the requirements of the ASX Listing Rules and ASX Corporate Governance Principles and Recommendations to the extent appropriate to the circumstances of the Company; and
- (c) perform the function of Remuneration Committee for ClearView Wealth Limited and its subsidiaries to enable it to discharge its obligations and responsibilities in relation to remuneration and related governance matters. References to Company in this Charter will refer to either one or all of:
 - (1) ClearView Wealth Limited;
 - (2) ClearView Life Assurance Limited;
 - (3) ClearView Life Nominees Pty Limited,
 - (4) ClearView Group Holdings Pty Ltd;
 - (5) ClearView Administration Services Pty Ltd;
 - (6) ClearView Financial Advice Pty Ltd;
 - (7) Matrix Planning Solutions Ltd; and/or
 - (8) ClearView Financial Management Ltd;

as the context requires.

1.2 Purpose of this Charter

The Board has adopted this Charter for the Committee to:

- (a) delegate some of its powers under the Company's constitution to the Committee;
- (b) set out the role and scope of responsibilities of the Committee in relation to the Company;
- (c) state the relationship between the Board, the Committee, management, external service providers and advisers;
- (d) prescribe the composition of the Committee and its processes.

This Charter has been prepared on the basis that strong corporate governance of the Company can add to the performance of the Company, create shareholder value and a compliance culture within the Company that gives due consideration to the impact of decisions on policy owners.

1.3 Review

The Board will review:

- (a) the performance of the Committee; and
- (b) this Charter,

at least once each year.

1.4 Definitions and interpretation

The definitions used in this Charter and the rules of interpretation that apply to this Charter are in section 9 below.

2 Delegation

Pursuant to section 198D of the Corporations Act and the Board Charter, the Company delegates to the Committee the powers set out in section 3.1 below.

3 Powers

3.1 Carry out its roles and responsibilities

Subject to section 3.3 below:

- (a) the Committee can exercise the powers of the Board under the Relevant Law and the Company's constitution that it reasonably considers are necessary to enable it to perform its roles and responsibilities under section 4 below; and
- (b) the Committee's powers under section 3.1(a) above include:
 - (1) access to:
 - any person (regardless of whether or not they are an employee of, or provide services to, the Company or a Related Body Corporate) including any risk management, financial control, human resources and internal audit personnel;
 - any Board committee (including the Board Audit Committee and, Board Risk and Compliance Committee); and
 - information in the possession (or under the control) of the Company or any person with whom the Company has contracted; and
 - (2) the power to obtain advice from a third party expert at the expense of the Company.

3.2 Independent advice

The Committee may obtain advice or information from independent persons. To establish the independence of a person, the Committee should ensure:

- (a) if the person is an employee of the Company or a Related Body Corporate, there are processes in place to ensure that the advice from the person is not influenced by conflicts of interest; and
- (b) if the person is a third party expert:
 - (1) the third party expert does not have a conflict of interest (and they are deemed to have a conflict of interest if they are currently acting for or has recently acted for) management or any executive of the Company or a Related Body Corporate;
 - (2) the terms of the third party's engagement is independent; and
 - (3) any advice received is independent.

3.3 Limitation on powers

The Company delegates its powers under clause 3.1 above to the Committee subject to:

- (a) the Committee complying with the duties imposed on Directors by:
 - (1) the Corporations Act;
 - (2) the Life Act;
 - (3) the Superannuation Act; and
 - (4) the Company's constitution;
- (b) the Committee not causing the Company to be in breach of the Relevant Law;

- (c) conditions of the Company's registration as a life insurance company, a superannuation trustee and/or non-operating holding company; and
- (d) any policy, guideline, values, governance framework or specific direction of the Company which relates to the exercise of the powers delegated to the Committee.

4 Roles and responsibilities

4.1 Nominations

The Committee must:

Expertise Ensure that the Committee has the necessary experience and expertise to perform its duties (which at a minimum include sufficient industry knowledge to allow for effective examination of the selection and appointment practices of the Company) by (if necessary) supplementing its expertise with appropriate external advice.

Review and recommendations Review and recommend to the Board:

- the size and composition of the Board, including review of Board succession plans and the succession of the chairperson and Managing Director, having regard to the objective that the Board comprise directors with a broad range of skills, expertise and experience from a broad range of backgrounds;
- the criteria for Board membership, including:
 - the necessary and desirable competencies of Board members; and
 - the time expected to be devoted by Non-executive Directors in relation to the Company's affairs.
- membership of the Board, including:
 - making recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
 - assisting the Board as required to identify individuals who are qualified to become Board members (including in respect of executive Directors), having regard to the Board's Fit and Proper Policy.

Governance issues Review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time.

Review the Board Charter on a periodic basis, and recommend any amendments for Board consideration.

Review the Board Renewal Policy on a periodic basis and consider the Policy in assessing Board and Committee membership.

Performance and effectiveness Assist the Board as required in relation to the performance evaluation of the Board, its committees and individual Directors, and in developing and implementing plans for identifying, assessing and enhancing Director competencies.

Ensure that an effective induction process is in place and regularly review its effectiveness.

On an annual basis, review the effectiveness of the Board's Diversity Policy by:

- assessing the Company’s progress towards the achievement of the measurable objectives and any strategies aimed at achieving the objectives; and
 - reporting to the Board recommending any changes to the measurable objectives, strategies or the way in which they are implemented.
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4.2 Remuneration arrangements

The Committee must:

Expertise Ensure that the Committee has the necessary experience and expertise to perform its duties (which at a minimum include experience in setting remuneration and sufficient industry knowledge to allow for effective alignment of remuneration with prudent risk-taking) by (if necessary) supplementing its expertise with appropriate external advice.

Review the Remuneration Policy At least once every three years, conduct a review of the Remuneration Policy that includes:

- an assessment of the effectiveness of the Remuneration Policy in light of its objectives;
- the identification of any material deviations from remuneration outcomes from the intent of the Remuneration Policy;
- unreasonable or undesirable outcomes that flow from existing arrangements, including in relation to each of the categories of persons referred to in the Remuneration Policy; and
- whether the Remuneration Policy complied with the Prudential Standard.

Following each review of the Remuneration Policy, make recommendations to the Board about the Remuneration Policy.

Remuneration recommendations At least annually, make recommendations to the Board about the remuneration arrangements of:

- the executive directors, including the Managing Director;
- direct reports of the Managing Director (excluding any administrative direct reports);
- responsible persons as defined in SPS 520 ‘Fit and Proper’, excluding auditors and actuaries of ClearView Life Nominees Pty Limited;
- remuneration structures of all job grades considered by diversity and hierarchy;
- other persons whose activities may in the Board’s or Committee’s opinion affect the financial soundness of the Company;
- any other person specified by APRA; and
- the categories of persons covered by the Remuneration Policy.

Non-executive Directors’ remuneration Annually:

- apportion the remuneration pool between the Non-Executive Directors, within the limits set by the Company;

- make recommendations to the Board about the remuneration arrangements in respect of a Director who provides services beyond the ordinary duties of the Director, including acting on a Board committee (e.g. the Board Audit Committee and the Board, Risk and Compliance Committee); and
- make recommendations to the Board about the remuneration of the chairperson of the Company.

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| Other responsibilities | <p>Review major changes and developments in the Company's recruitment, retention and termination policies and procedures for senior management.</p> <p>Review major changes and developments in the remuneration policies, incentive schemes and policies, superannuation arrangements, personnel practices and industrial relations strategies for the Group.</p> <p>Review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.</p> <p>Review and make recommendations in relation to any specific issues as requested by the Board from time to time.</p> |
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4.3 Availability to meet with APRA

Each member of the Committee must meet with APRA if APRA reasonably requests.

5 Membership

5.1 Appointment and removal

- (a) Members of the Committee are appointed and removed by the Board.
- (b) Before appointing a member of the Committee, the Board will review the experience and expertise of:
 - (1) the members of the Committee;
 - (2) any potential member of the Committee; and
 - (3) current (and potential) external advisers to the Committee,
 to ensure that the Committee has the necessary experience and expertise to perform its duties.

5.2 Number of members

The Committee must have at least 3 members.

5.3 Requirements for membership

Each member of the Committee must be a Non-executive Director of the Company.

A majority of members of the Committee must be Independent Directors of both ClearView Wealth Limited and ClearView Life Assurance Limited.

5.4 Chairperson

The chairperson of the Committee:

- is appointed by the Board;
- must be an Independent Director of both ClearView Wealth Limited; and ClearView Life Assurance Limited the Company; and
- must not be the chairperson of ClearView Life Nominees Pty Limited.

Acting chair

If the chair of the Committee is absent from a meeting of the Committee and no acting chair has been appointed, the members of the Committee present at the meeting must choose one of the members of the Committee present, whether independent or not, to chair that particular meeting.

6 Committee process

6.1 Chairperson

The chairperson of the Committee is responsible for the conduct of the meetings and the governance of the Committee.

6.2 Frequency

- (a) The Committee must meet at least annually.
- (b) Additional meetings may be requested by any member of the Committee.

6.3 Quorum

A quorum for a Committee meeting is 2 members.

6.4 Means

Committee meetings may be held using any technology agreed by all of the members of the Committee attending the meeting (e.g. by telephone).

6.5 Voting

- (a) Voting at a Committee meeting is by simple majority and shall require a minimum of 2 votes in favour of the proposal.
- (b) The chairperson has the casting vote (if required).

6.6 Conflict of interest

- (a) If any member of the Committee has a conflict of interest in relation to any matter being considered by the Committee, that member must inform the Committee of the existence and substance of that conflict.
- (b) If the Committee considers it appropriate, the Committee may:
 - (1) require the conflicted member to abstain from voting in respect of the relevant matter;
 - (2) to leave the meeting; or
 - (3) both.

6.7 Secretary

- (a) The Secretary should attend all meetings but is not a member of the Committee.
- (b) The Secretary is responsible for coordination of all Committee business, including agendas, board papers, minutes and communication with the Board.
- (c) The Secretary must circulate the minutes of each meeting to each member of the Committee (after the minutes have been signed by the chairperson of the Committee).
- (d) All Committee members have direct access to the Secretary.

7 Reporting

- (a) The chairperson of the Committee (or other member of the Committee) must report the proceedings (and recommendations) of the Committee to the Board:
- (1) at the next Board meeting; or
 - (2) at an earlier time if the Committee considers that the matters contained in the Committee's report should be reported to the Board at an earlier time.
- (b) The Committee must report to the Board in accordance with its roles and responsibilities under sections 4.1 and 4.2 above.

8 Publication of Charter

This Charter will be made available on the Company's website. This Charter was last approved on 1 July 2017.

9 Definitions and interpretation

9.1 Definitions

The meanings of the terms used in this Charter are set out below.

| Term | Meaning |
|-------------------------|--|
| APRA | the Australian Prudential Regulatory Authority. |
| Board | the Board of Directors of the Company. |
| Committee | the Company's Nomination and Remuneration Committee. |
| Company | ClearView Wealth Limited and its subsidiaries including: <ul style="list-style-type: none">• ClearView Life Assurance Limited;• ClearView Life Nominees Pty Limited;• ClearView Group Holdings Pty Ltd;• ClearView Administration Services Pty Ltd;• ClearView Financial Advice Pty Ltd;• Matrix Planning Solutions Ltd;• ClearView Financial Management Ltd, as the context requires. |
| Corporations Act | the <i>Corporations Act 2001</i> (Cth). |
| CPS 510 | Prudential Standard CPS 510 ' <i>Governance</i> ', issued by APRA, as amended from time to time, or any applicable Prudential Standards. |
| Director | a director of the Company. |

| Term | Meaning |
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| Group | the Company and its subsidiaries. |
| Independent Director | has the same meaning as in CPS 510. ¹ |
| Life Act | the <i>Life Insurance Act 1995</i> (Cth). |
| Managing Director | the managing director of the Company. |
| Non-executive Director | has the same meaning as in the Prudential Standard. |
| Prudential Standard | Prudential Standards CPS 510 ' <i>Governance</i> ' and SPS 510 ' <i>Governance</i> ' issued by APRA, as amended from time to time, or any applicable Prudential Standards. |
| Related Body Corporate | has the same meaning as in the Corporations Act. |
| Relevant Law | <ul style="list-style-type: none"> • the Life Act; • the SIS Act; • the Corporations Act; • any other present or future law of Australia or a State or Territory of Australia with which the Company must comply; • any direction, instruction, ruling or guideline given by a person duly authorised by a competent Parliament for this purpose which the Company determines is legally required to be followed; • any direction, instruction, ruling, guideline, licence or registration condition issued by the applicable person who exercises a statutory function in relation to that matter; and • any present or future law of Australia or a State or Territory of Australia which the Company determines to be a Relevant Law for the purpose of this Charter. |
| Remuneration Policy | the Remuneration Policy of the Company. |
| Secretary | the Company Secretary. |
| SIS Act | the <i>Superannuation (Industry) Supervision Act 1993</i> (Cth). |

¹ The Board adopts the measures to evaluate Directors' independence as set out in the relevant governance regulatory requirements, including the Prudential Standard and the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council.

9.2 Interpretation

In this Charter unless the context otherwise requires:

(a) **Statutes:** a reference to any statute or other law includes all laws changing, consolidating or replacing them, and includes all laws, regulations, modification orders and other instruments issued under the statute or law.

(b) **Documents:** a reference to a document includes all documents amending or replacing that document.

(c) **Inclusions and examples:** all matters which are stated as being included in (or examples within) the scope of an expression do not limit the scope and generality of that expression.
