

Remuneration policy

VGI Partners Asian Investments Limited ACN 635 219 484

1. Introduction

- 1.1 Remuneration is overseen by the board of directors of VGI Partners Asian Investments Limited ACN 635 219 484 (the **Company** and, together with its controlled entities (if any), the **Group**).
- 1.2 The Board seeks to ensure that the Company:
 - (a) has coherent remuneration policies and practices to attract, motivate and retain executives (if any are appointed) and directors who will create value for shareholders and who are appropriately skilled and diverse;
 - (b) observes those remuneration policies and practices;
 - (c) fairly and responsibly rewards executives (if any) having regard to Group and individual performance, the performance of the executives and the general external pay environment; and
 - (d) will integrate human capital and organisational issues into its overall business strategy.

2. Principles

The Board must refer to the following principles when developing recommendations regarding remuneration:

- (a) motivating the directors and management (if any) to pursue the Group's long-term growth and success;
- (b) demonstrating a clear relationship between the Company's overall performance and the performance of individuals; and
- (c) complying with all relevant legal and regulatory provisions.

3. Remuneration packages

- 3.1 Remuneration may incorporate fixed and variable components with both a short-term and long-term focus.
- 3.2 In respect of **executive remuneration**, remuneration packages should include an appropriate balance of fixed and performance-based remuneration and may contain any or all of the following:
 - (a) **fixed remuneration** – this should:
 - (i) be reasonable and fair;
 - (ii) take into account the Group's legal, regulatory and industrial obligations and labour market conditions;
 - (iii) be relative to the scale of the Group's business; and
 - (iv) reflect core performance requirements and expectations;
 - (b) **performance-based remuneration** – this should:
 - (i) take into account individual and corporate performance; and
 - (ii) be linked to clearly-specified performance targets, which should be:
 - (A) aligned to the Group's short and long-term performance objectives; and
 - (B) appropriate to its circumstances, goals and risk appetite;

- (c) **equity-based remuneration** – this can include options or performance rights under the Company's equity-based plans and is especially effective when linked to hurdles that are aligned to the Group's longer-term performance objectives. However, they should be designed so that they do not lead to 'short-termism' on the part of senior executives or the taking of undue risks. An executive will only be eligible to participate in the Company's equity-based plans if they have been in employment with, or engaged by, the Company for a period of at least three months; and
 - (d) **termination payments** – these should be agreed in advance, and any agreement should clearly address what will happen in the case of early termination. There should be no payment for removal for misconduct.
- 3.3 In respect of **non-executive director remuneration**, remuneration packages could contain cash fees, superannuation contributions and non-cash benefits in lieu of fees (such as salary sacrifice into superannuation or equity) and may contain any or all of the following:
- (a) **fixed remuneration** – this should reflect the time commitment and responsibilities of the role;
 - (b) **performance-based remuneration** – non-executive directors should not receive performance-based remuneration as it may lead to bias in their decision-making and compromise their independence;
 - (c) **equity-based remuneration** – non-executive directors can receive an initial allocation of fully-paid ordinary securities if shareholders have approved such an allocation in accordance with the ASX Listing Rules and provided that they have been engaged by the Company for a period of at least three months. However, non-executive directors generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as it may lead to bias in their decision-making and compromise their independence; and
 - (d) **termination payments** – non-executive directors should not be provided with retirement benefits other than superannuation.
- 3.4 Remuneration will be reviewed by the Board on at least an annual basis with consideration given to individuals' performance and their contribution to the Company's success (against measurable key performance indicators), external market relativities, shareholders' interests and desired market positioning.

4. Review and changes to this policy

The Board will review this policy annually or as often as it considers necessary.

5. Approved and adopted

This policy was approved and adopted by the Board on 31 August 2019.