

Objectives of the Committee

- To ensure that SBS Bank remuneration policies attract and retain talented and motivated directors, Senior Executives, and team members so as to encourage enhanced performance for the Bank.
- Recommend to the Board and/or subsidiary company boards as appropriate, remuneration levels and structures for board directors, subsidiary company Chairperson and directors, and the Group Chief Executive.
- Approve the appointment and remuneration recommendations of all Senior Executive, including material changes in roles and responsibilities submitted by the Group Chief Executive.
- Assist the Group Chief Executive in reviewing Senior Executive positions to ensure robust succession planning is in place for these roles.

Organisation

- The Remuneration Committee is a sub-committee of the Board of Directors.
- The Committee will be comprised of at least three non-executive directors of the Board.
- The members of the Committee will be selected at the board meeting immediately following the AGM and will hold office for the ensuing year.
- The Group Chief Executive will attend as an “ex officio” member of the Committee. The Group Chief Executive and any Committee member will not be entitled to attend meetings where they are conflicted for personal reasons.
- The Board will appoint a chair from one of the non-executive members of the Committee.
- Any director not on the Committee may attend Remuneration Committee meetings subject to the Chair’s approval.

Meetings of the Committee

- Meetings of the Committee shall be held at least twice a year, or at the discretion of the Chair, or if requested by any Committee member or Group Chief Executive.
- A quorum of members of the Committee will be at least two non-executive directors.
- The Group Chief Executive (or nominee) will act as secretary to the Remuneration Committee.
- The Committee may have in attendance members of management including the Senior Executive responsible for the HR function (or nominee), HR Advisers and such other persons including external advisers as it considers necessary to provide appropriate information, explanation and advice.
- The Committee will agree an annual work plan of review that will be monitored at each meeting.
- The final meeting in the financial year will include a formal review of overall Committee performance, and a review of individual’s performance on the Committee.

Accounting and Reporting

- The Committee will be accountable to the Board.
- After each meeting, the Chair will report the Committee's recommendations and findings to the Board.
- The minutes of all Committee meetings will be circulated to the Board.
- The Group Chief Executive or Chairperson will communicate Committee decisions and provide instructions or guidance to the Senior Executive responsible for the HR function and to such other persons as the Committee directs, to enact Committee decisions and to enable them to properly carry out their functions.

Access and Authority

- The Committee has the authority of the Board to seek/access any information from any employees to fulfil its function, duties and responsibilities.
- All employees are required to co-operate with any request made by the Committee.
- The Committee is authorised by the Board at the expense of the Bank to obtain such outside information and advice as it thinks necessary for carrying out its responsibilities.
- The Committee will make recommendations to the Board on all matters requiring a decision where no explicit authority is confirmed in this Charter.
- The Committee will have the power and the authority to make decisions in the Board's name or on its behalf as delegated by the Board from time to time.

Responsibilities of the Remuneration and Talent Committee

With regard to the Group Chief Executive and Directors;

- Review the structure and level of remuneration and incentives for the directors and Group Chief Executive including benefits, superannuation arrangements and incentive schemes and provide a recommendation on the same to the Board.
- Ensure that the remuneration packages for directors and Group Chief Executive are reflective of market precedent and that they motivate commitment and performance in the short and long term.
- In conjunction with the Bank Chair, ensure the performance objectives of the Group Chief Executive are established at the commencement of the new financial year and performance thereof reviewed on an annual basis and recommend performance improvement/enhancement initiatives to the full Board.
- Satisfy itself with regard to succession planning that the processes and plans are in place with regard to the Group Chief Executive.

With regard to the Senior Executive and team members;

- Review and approve the structure and level of remuneration and incentives for the Senior Executives and team members including benefits, superannuation arrangements and incentive schemes.
- Ensure that the remuneration packages for Senior Executive and team members are reflective of market precedent and that they motivate commitment and performance in the short and long term.

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- Approve any material change to job description responsibilities for members of the Senior Executive.
 - Approve any salary variations for members of the Senior Executive.
 - Approve the appointment of any proposed new member of the Senior Executive.
 - Ensure a system of performance review and encouragement of performance for all team members are built into SBS Bank operating practices and procedures.
 - Satisfy itself with regard to succession planning that the processes and plans are in place with regard to the Senior Executives.

With regard to the Board;

- Review the Directors' Fee Policy and structure including the level of remuneration paid to directors of both the Board and subsidiary company boards.
- Review and set all components of the remuneration for Board directors of both the Bank board and subsidiary company boards.
- Assist the Chair of the SBS Board with any tasks he or she deems appropriate that align with the skills and responsibilities of the Committee.

Accountability of the Board

- The Board reviews annually the Committee's performance against this charter.
- The Board reviews triennially this Committee Charter.