

Remuneration Committee Charter

Adopted by the board on 28 August 2008

1. Introduction

The Board of Directors (“the Board”) of Sequoia Financial Group (“the Company”) has established a Remuneration Committee (“the Committee”) which operates pursuant to this Charter.

2. Role and purpose

The role of the Committee is to review and make recommendations to the Board in relation to:

- (a) the performance of the Board;
- (b) appropriate remuneration policies for directors and executives;
- (c) the terms and conditions of employment for the Chief Executive Officer (“CEO”) and Chief Operating Officer (“COO”) (including undertaking an annual review of the CEO and COO’s performance, including setting with the CEO and COO goals for the coming year and reviewing progress in achieving these goals); and
- (d) the Company’s incentive schemes and superannuation arrangements.

3. Composition

3.1 Membership

The Committee will consist of not less than 2 members. Members will be appointed by the Board from amongst the directors, and aims to be a majority of independent directors. The Board may remove or replace members of the Committee.

3.2 Chair

The Board will appoint an independent director, other than the Chairman of the Board, to be the Chair of the Committee.

3.3 Secretary

The Company Secretary of the Company will be the Secretary of the Committee.

3.4 Other attendees

The CEO, COO and Chief Financial Officer (“CFO”) as well as other members of senior management may be invited to be present for all or part of the meetings of the Committee, but will not be members of the Committee.

3.5 Compensation

The members of the Committee may be entitled to membership fees for their participation on the Committee. These fees are in addition to the Directors’ fees to which they are entitled.

4. Meetings

4.1 Quorum

A quorum will be two members of the Committee.

4.2 Frequency

The Committee meetings will be held not less than two times a year to enable the Committee to undertake its role effectively. In addition, the Chair is required to call a meeting of the Committee if requested to do so by any member of the Committee, the Board or the CEO or in the absence of a CEO, the authorised designate.

5. Authority

The Committee is authorised to review and make recommendations to the Board on remuneration packages and policies of the Company in accordance with its responsibilities outlined in this Charter. In executing its responsibilities, the Committee has the authority to:

- (a) access management and seek explanations and additional information;
- (b) seek any information it requires from any employees and external parties. All employees will be directed to cooperate with any request made by the Committee;
- (c) obtain outside legal or other independent professional advice at the expense of the Company; and
- (d) secure the attendance of third parties with relevant experience and expertise if it considers this necessary.

6. Reporting

The Committee is required to make recommendations to the Board on all matters within its responsibility.

The Committee will keep minutes of its meetings. The Secretary shall circulate the minutes of the meetings of the Committee to all members for comment and if required, change, before being signed by the Chair of the Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee.

7. Review

The Committee will conduct an annual review of its performance and effectiveness by reference to this Charter and best practice. This review process will include a review of this Charter. The Committee is to refer any recommended changes for decision by the Board.