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Remuneration Policy

As at 18th March 2016

Remuneration Policy

Introduction

1. This policy has been prepared in compliance with the requirements of Australian Prudential Standard CPS 510 Governance and takes into consideration the minimum requirements that Goldfields Money Limited (the Company) must satisfy in the interests of promoting effective governance. Remuneration needs to be properly considered in order to mitigate the risks that may arise from poor remuneration arrangements.
2. This policy applies to the following persons:
 - (a) each member of the Remuneration Committee
 - (b) each “responsible person” as described in the Company’s Fit & Proper Policy excluding responsible auditors and non-executive Directors;
 - (c) each person whose primary role is risk management, compliance, internal audit or financial control, including each member of the Audit Committee and Risk & Compliance Committee; and
 - (d) all other persons for whom a significant portion of total remuneration is based on performance and whose activities, individually or collectively, may affect the financial soundness of the Company.

Responsibility

3. The Committee is responsible, amongst other things, for assisting the Board to determine the appropriate remuneration for directors and senior management.
4. The Board has ultimate responsibility for the sound and prudent management of the Company including dealing with matters relating to remuneration and requires the risks associated with remuneration to be managed in a manner that supports the Company’s risk management framework.

Principles

5. In order to fulfil the role of the Committee set out above, the members shall refer to the following principles when developing recommendations to the Board regarding remuneration:
 - (a) ensuring that coherent remuneration policies and practices are observed which enable the attraction and retention of directors and management who will create value for shareholders;
 - (b) fairly and responsibly rewarding directors and senior management having regard to the Company’s performance, the performance of senior management and the general pay environment; and
 - (c) complying with all relevant legal and regulatory provisions.

Remuneration packages

6. Remuneration may incorporate fixed and variable pay performance elements with both a short term and long term focus.
7. Remuneration packages may contain any or all of the following:
 - (a) annual base salary - with provision to recognise the value of the individual’s personal performance and his or her ability and experience;
 - (b) rewards, bonuses, special payments and other measures available to reward individuals and teams following a particular outstanding business contribution;
 - (c) share participation via employee share and option schemes;
 - (d) other benefits such as holidays, sickness benefits, superannuation payments and long service benefits; and
 - (e) reimbursement for any expenses incurred in the course of the personnel’s duties.
8. Any remuneration payments will be paid at times specified in applicable employment agreements or performance plans. In the case of a performance-based payment, this will be paid on or around the time the annual financial report is approved following the determination of the performance-based payment.

Assessing remuneration

9. The performance-based components of remuneration must be designed to incorporate adjustments to reflect:
 - (a) the outcomes of the Company’s business activities;
 - (b) the risks related to the Company’s business activities taking into account, where relevant, the cost of the associated capital; and
 - (c) the time necessary for the outcomes of those business activities to be reliably measured.
10. Measures of performance will be determined by the Board from time to time as part of approving the short and long term incentive plans. These may include, but is not limited to, a mix of financial measures such as earnings and shareholder returns and non-financial measures such as strategic objectives, risk management objectives and corporate actions.
11. The Board is permitted to adjust performance-based components of remuneration downwards, to zero if appropriate, in relation to persons or classes of persons, if such adjustments are necessary to:

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- (a) protect the financial soundness of the Company; or
- (b) respond to significant unexpected or unintended consequences that were not foreseen by the Committee

12. Remuneration packages for each person whose primary role is risk management, compliance, internal audit or financial control of the Company must not compromise the independence of these persons in carrying out their functions.

13. The Committee will make a recommendation to the Board regarding the remuneration of directors and senior management, having regard to various factors including performance and any recommendations made by senior management, compensation consultants, and internal and external legal, accounting or other advisors. No member of the Board may participate in any decision with respect to his or her remuneration.

Prohibition

14. All “responsible persons” excluding responsible auditors and non-executive Directors who receive equity or equity-linked deferred remuneration, are prohibited from hedging their economic exposures to the resultant equity price risk before the equity-linked remuneration is fully vested and able to be sold for cash by the recipient.

15. In the event that it is suspected that a person may have breached this requirement, the Committee will meet as soon as practicable to consider the potential breach and make a recommendation to the Board as to the actions that may be taken as a consequence (which will be in the Board’s decision, subject to any requirements relating specifically to the relevant equity or equity-linked deferred remuneration).

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9. Margin lending arrangements

Directors, Key Management Personnel and certain other employees who are deemed by the Board to hold a significant number of securities must obtain clearance for any proposed dealing in the Company's securities in connection with a margin lending arrangement by completing the Margin Loan Form in Attachment 2 and returning it to the Company Secretary. This requirement applies notwithstanding anything in paragraphs 8.1 and 8.2. The Company may, at its discretion, make any clearance granted conditional upon such terms and conditions as the Company sees fit (for example, in regards to the circumstances in which the Company's securities may be sold to satisfy a margin call).

10. Employee, executive and director share plans

Relevant Persons are not required to seek consent or provide notification in connection with participating in an employee share plan operated by the Company (e.g. applying for an allocation of securities under an employee share offer or exercising vested rights or options under an employee share plan). However, such dealings are still subject to paragraph 6 of this Policy where applicable. Where securities in the Company granted under an employee share plan cease to be held under the terms of that plan, any dealings in those securities must only occur in accordance with this Policy (including paragraph 8).

11. Hedging of company securities

Hedging includes entering into transactions in financial products that operate to limit the economic risk associated with holding Company securities.

Hedging of Company securities by a Relevant Person is subject to the following overriding prohibitions:

- (a) the hedge transaction must not be entered into, renewed, altered or closed out when the Relevant Person is in possession of inside information;
- (b) Company securities must never be hedged prior to the vesting of those Company securities; and
- (c) Company securities must never be hedged while they are subject to a holding lock or restriction on dealing under the terms of an employee share plan operated by the Company.

Relevant Persons are permitted to hedge their Company securities on the following conditions:

- (d) the hedge transaction is treated as a dealing in Company securities for the purposes of this policy, and the relevant approvals and notifications are made on this basis; and
- (e) the relevant requirements under paragraph 8 of this

Policy have been satisfied.

Where a Relevant Person enters into a hedging arrangement in respect of Company securities, the Company may, where appropriate, disclose the fact and nature of the hedge (e.g. in the annual report or to ASX).

12. Compliance with Financial Sector (Shareholdings) Act 1998 (FSSA)

Relevant Persons must ensure that in complying with this policy, at all times they must comply with the provisions of the FSSA, and must inform the Chairman immediately if any breach has occurred.

13. Exclusions

Paragraphs 7 and 8 of this policy do not apply to certain passive trades, including:

- (a) transfers of securities already held into a superannuation fund or other saving scheme which the Relevant Person is a beneficiary;
- (b) trading under an offer or invitation made to all or most security holders, such as a rights issue, share purchase plan or dividend reinvestment plan;
- (c) undertakings to accept, or the acceptance of, takeover offers;
- (d) trading under a pre-approved non-discretionary trading plan; and
- (e) margin calls.

Securities in other companies

14. While in general employees are free to deal in securities in other listed companies, the prohibited conduct under the Corporations Act includes dealings not only in the Company's securities but also in those of other listed companies with which the Company may be dealing

(including the Group's customers, contractors or business partners) where an employee possesses 'inside information' in relation to that other company.

15. If a Relevant Person is aware of information that is not generally available but which, if it were generally available, a reasonable person would expect to have a material effect on the price or value of a security, the Relevant Person should not deal in the securities of the companies that it affects.

16. Relevant Persons may come into possession of 'inside information' where they are directly involved in client relationship management or negotiating contracts. For example, where the Relevant Person is aware that the Group is about to sign a major agreement with another company, the Relevant Person should not buy securities in either the Company or the other company.

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Who to contact

17. Any employee who has queries about this Policy should contact the Company Secretary.

Attachment 1 - How the insider trading rules apply

1. Summary of prohibited conduct

The Corporations Act prohibits 'insider trading'. Under the Corporations Act, a person is prohibited from dealing in securities where:

- (a) the person possesses information which is not generally available to the public;
- (b) that information may have a material effect on the price of securities of the relevant entity; and
- (c) the person knows or ought reasonably to know that the information is not generally available and, if it were, it might have a material effect on the price of securities.

In addition, a person with inside information must not procure another person to deal in the Company's securities or communicate the information (directly or indirectly) to another person whom the person believes may deal (or procure someone else to deal) in the Company's securities.

The key concepts are discussed in more detail in paragraph 2 of this Attachment 1.

2. Relevant terms

2.1 Securities

The definition of securities in the Corporations Act is very broad. Securities include:

- (a) ordinary shares;
- (b) preference shares;
- (c) options;
- (d) debentures; and
- (e) convertible notes.

It also extends to financial products relating to securities issued by the Company (for example, warrants and other derivative products), whether or not the financial products are created by the Company or by third parties.

2.2 Dealing in securities

Dealing in securities is a broad concept and covers more than simply buying or selling securities. It extends to exercising options over securities and entering agreements

to buy or sell securities.

Under this Policy and the law, the prohibition on dealing means that Relevant Persons are not permitted to:

- (a) buy or sell; or
- (b) enter into an agreement to subscribe for, buy or sell securities,

where they possess information that is not generally available and which a reasonable person would expect to have a material effect on the price or value of those securities.

If a Relevant Person possesses price sensitive information that is not generally available, the Relevant Person is also prohibited from:

- (c) procuring any other person to deal in those securities; or
- (d) directly or indirectly communicating the information to another person whom the Relevant Person believes is likely to deal in, or procure another person to deal in, those securities.

Procuring means enticing, encouraging, persuading, causing or securing another person to do or not to do something. Procuring also includes inciting, inducing or encouraging an act or omission. For example, a Relevant Person cannot ask or encourage anyone, including family members, friends, associates or others, to deal in securities when the Relevant Person possesses price sensitive information, and Relevant Persons should not communicate price sensitive information.

If a Relevant Person accidentally gives somebody 'inside information' when he or she should not have, the Relevant Person must immediately tell that person that it is 'inside information' and warn them against trading in the Company's securities, getting others to trade in the Company's securities, or communicating the information to others.

2.3 Price sensitive or 'Inside' Information

Information is 'inside' or 'price sensitive' if it is not generally available, but which, if it were generally available, a reasonable person would expect to have a material effect (upwards or downwards) on the price or value of a security. For the purposes of the insider trading provisions of the Corporations Act, information is defined broadly and includes matters of supposition and other matters which are insufficiently definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.

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2.4 Information that is generally available

Information is 'generally available' if it:

- (a) consists of readily observable matter;
- (b) has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in any of the classes of securities issued by the Company and since it was made known, a reasonable period for it to be disseminated among those persons has elapsed. That is, information will be 'generally available' if it has been released to ASX or published in an annual report or prospectus or similar document and a reasonable period of

time has elapsed after the information has been disseminated in one of these ways; or

- (c) consists of deductions, conclusions or inferences made or drawn from information referred to in paragraph 2.4(a) of this Attachment 1 or information made known as mentioned in paragraph 2.4(b) of this Attachment 1, or both.

2.5 Material effect on the price of securities

Under the Corporations Act, information is likely to have a material effect on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities.

It is not possible to list all information that may be material. However, the following types of information would be likely to be considered to have a material effect on the price of the Company's securities:

- sales figures;
- profit forecasts;
- unpublished announcements or knowledge of possible regulatory investigation;
- liquidity and cashflow;
- proposed changes in the Company's capital structure, including issues of securities, rights issues and buy backs;
- borrowings;
- major asset purchases and sales;
- impending mergers, acquisitions, reconstructions, takeovers, etc;
- significant litigation;
- significant changes in operations;
- significant changes in industry;

- new products/services and technology;
- proposed dividends;
- management restructuring or Board changes; and
- new contracts or customers.

3. Consequences of breach

Breaches of the insider trading laws have serious consequences for both the Relevant Person concerned and the Company. A person who commits a breach of the insider trading provisions could be subject to criminal liability (substantial fines or imprisonment or both may be imposed) or civil liability (substantial fines may be imposed) under Australian law. A person who contravenes or is involved in a contravention of these provisions may also be liable to compensate any person who suffers loss or damage resulting from the conduct. In addition, an actual or suspected breach of the insider trading laws may also give rise to adverse public scrutiny and media comment.

It is therefore important that Relevant Persons adhere to this Policy at all times.

Any person who is suspected of breaching this Policy may be suspended from attending the workplace on full pay pending the outcome of investigations into the alleged breach.

Any person who is proven to have breached this Policy could face disciplinary action (including forfeiture of securities and/or suspension or termination of employment).