



Senior Executive and Director Remuneration Policy

Board Approved

April 2024

Owner

Ryman Healthcare Board

Purpose:

The purpose of this document is to outline the approach Ryman Healthcare (Ryman or the Company) takes to set, review and govern senior executive and director remuneration.

We believe:

At Ryman Healthcare, we believe a quality, committed and motivated workforce is critical to our Company's success in order to deliver performance, achieve our strategic goals and provide exceptional experiences and care to our residents.

Scope:

This policy applies to all permanent Senior Executives of the Company and its Non-Executive Directors in all locations.

Core Principles:

Our senior executive and director remuneration policy is designed to attract, retain, motivate and reward talented people who create long term and sustained shareholder value whilst delivering exceptional retirement living and standards of care to residents. It is underpinned by the following guiding principles:

1. Provide market competitive remuneration
2. Link variable rewards to the achievement of short term goals and long term shareholder returns
3. Promote and reward sustained exceptional performance
4. Connect organisational sustainability improvements and resident interests to rewards
5. Align with shareholder interests, through value creation and equity ownership

Senior Executive Remuneration Framework:

Ryman's Senior Executive Remuneration Framework is based on a Total Potential On-target Remuneration Package of fixed remuneration comprising, base salary and applicable KiwiSaver or superannuation, short term Incentive (STI) and long term incentive (LTI).

Fixed Remuneration

Fixed remuneration is comprised of base salary and applicable KiwiSaver or Superannuation contributions as required under relevant legislation.

Base salary is an annualised fixed component paid in cash. It is set based on factors including role size, performance and external market data, referenced from relevant comparator groups.

The Board People, Safety and Remuneration Committee (The Committee) makes recommendations for setting and reviewing Group CEO salary and reviews Group CEO



recommendations for setting Senior Executive salary for Board approval on an annual basis. However, there are no guaranteed increases in any contracts of employment.

Short term incentive (STI)

STI is an at-risk cash incentive aligned to the achievement of the Company's short term strategic goals typically within a financial year (1 April to 31 March).

Expressed as a percentage of base salary, the STI is designed to incentivise achievement of targets against measures that drive strategic priorities and performance.

The measures are reviewed and set annually against the relevant business context and business plan as approved by the Board and are issued to participants at the commencement of the financial year.

Long term incentive (LTI)

LTI is an at-risk incentive designed to reward sustained long term per share shareholder value creation through the achievement of key performance measures over a longer term period.

It is provided to senior executives who have the ability to set and execute longer term company strategy and drive performance.

LTI is an annual equity-based plan with performance measures over a 3-year period that are aligned with shareholder value. The equity nature with longer vesting period also encourages retention and sustainable value creation.

Non-Executive Director Remuneration:

Under the NZX Listing Rules, director fees are set within the aggregate fee maximum limit as approved by Shareholders.

To ensure Ryman's ability to attract and retain high calibre directors in a competitive market, director fees are set with reference to external market data taking into account size, complexity, director time commitment and workload.

To align their interest with that of shareholders, directors are required to hold a minimum level of shareholding equivalent to the value of their base director fee within the first five years of their appointment.

In the interest of good governance, Directors do not receive performance related incentives such as STI, LTI or bonus.

Remuneration Governance:

The Board carries ultimate responsibility for Ryman's Senior Executive and Director remuneration policy.

The Committee assists the Board in discharging its remuneration responsibilities by:

- reviewing and recommending to the Board for approval, all components of the remuneration of the Group CEO.
- reviewing and recommending to the Board for approval, all components of the remuneration for the SET as recommended by the Group CEO on an annual basis.



The Board may exercise its discretion to adjust STI and LTI outcomes based on the achievements should the Board determine that such action is in the best interest of its shareholders and stakeholders.

Dealing in Ryman shares by senior executives and directors are subject to the Company's Financial Product Trading Policy, which is published on the Company's website.

From time to time, independent remuneration advisors may be utilised by both management and the Board. For reasons of good corporate governance, the Committee, on behalf of the Board, is responsible for commissioning and receiving information, advice and recommendations directly from external remuneration advisors, ensuring remuneration recommendations are free of undue influence from management.

Ownership and Review:

Approver:	Ryman Healthcare Board
Reviewer:	People, Safety and Remuneration Committee
Ownership:	Chief People and Safety Officer
Review frequency:	Every two years or earlier as required