

## **2 Cheap Cars Group Limited - Remuneration Policy (Non-Executive Directors and Senior Managers)**

### **1. Scope and Purpose**

- 1.1 This 2 Cheap Cars Group limited (**2 Cheap Cars Group Limited**) Remuneration Policy (**Policy**) applies to the board of directors of 2 Cheap Cars Group Limited (**Directors**, and the **Board**) and the Chief Executive Officer (**CEO**), Chief Financial Officer and each of their direct reports that make up the senior management team of 2 Cheap Cars Group Limited (**Senior Management Team**) and all of its subsidiaries (**2 Cheap Cars Group Limited**).
- 1.2 The purpose of this Policy is to outline the principles which apply to the remuneration of the 2 Cheap Cars Group Limited's Directors and the Senior Management Team.
- 1.3 All of 2 Cheap Cars Group Limited's remuneration decisions will be transparent, fair and reasonable and based on merit, where appropriate. 2 Cheap Cars Group Limited will not discriminate on the grounds of gender, sex (including childbirth), marital status, family status, ethnic origin, colour, race, religion or ethical belief, employment status, disability (including illness), age, political opinion, involvement or non involvement in union activities, sexual orientation or gender identity.
- 1.4 Remuneration will be set at levels that recognise an individual's market value (i.e. level of skills and experience, the demand for skill and performance in the role and the commercial environment).

### **2. Non-Executive Directors**

- 2.1 The aggregate annual remuneration that can be paid to Directors of 2 Cheap Cars Group Limited is fixed as a total pool per annum by 2 Cheap Cars Group Limited's shareholders (**Shareholders**) from time to time (**Pool**). Each year, the Board will approve the Directors' remuneration for the following financial year within that Pool and as recommended by the Remuneration Committee (**Committee**).
- 2.2 Directors are entitled to be reimbursed for reasonable travel, accommodation and other expenses incurred by them in connection with their attendance at Board or Shareholder meetings, or otherwise in connection with 2 Cheap Cars Group Limited's business. Such expenses do not form part of the Pool. An additional allowance may be paid to Directors for any takeover or merger activity to remunerate the Directors for additional work required in relation to such activities.
- 2.3 The remuneration of non-executive Directors will be reviewed by the Committee, and will consider benchmarking data from similar listed companies, amongst other information.

### **3. CEO and the Senior Management Team**

- 3.1 Determination of remuneration for the CEO and other members of the Senior Management Team is subject to a fair and thorough process. Remuneration will be determined by the scale and complexity of the relevant employee's role. An annual remuneration review is undertaken by the Committee on behalf of the Board in the second quarter each year. Further details as to the role of the Committee are set out in the Remuneration Committee Charter.
- 3.2 Under 2 Cheap Cars Group Limited's remuneration framework, individual performance and market relativity are key considerations, balanced by the commercial context in which the 2 Cheap Cars Group Limited operates.
- 3.3 Remuneration of the Senior Management Team, including the remuneration of the CEO, includes a mix of fixed and variable components. A summary of the current provisions is as follows:
  - 3.3.1 Fixed remuneration: this includes the relevant employee's base salary and cash allowances and any direct non cash benefits (for example, employer KiwiSaver contributions, health insurance and annual leave).

3.3.2 Short term incentive (**STI**) and long-term incentive (**LTI**) schemes (including, participating in an employee share option scheme): some Senior Management Team positions may be eligible for LTI or STI schemes (depending on the role), should they be established. Eligibility will be determined by the Board and the CEO. The terms and conditions of any STI or LTI scheme will be identified in the individual employment agreement of the Senior Management Team member to whom it applies and/or other personalised documentation.

4. **Publication**

4.1 This Policy is available on 2 Cheap Cars Group Limited's website, <https://www.2cheapcars.co.nz/investors/>

5. **Review**

5.1 The policy will be reviewed annually by the Board.

6. **Related Documents**

6.1 Remuneration Committee Charter.

Date Approved: November 2023