Remuneration Policy - Directors

MOVe Logistics Group Limited (MOVe) is committed to providing a clear and market-informed framework for Directors' fees that supports the attraction and retention of high-calibre Directors. This remuneration policy establishes a fair and transparent approach to determining Director remuneration within the parameters for director remuneration that have been approved by shareholders.

This policy is to be read in conjunction with the MOVe Remuneration Guidelines.

Scope and definitions

This policy applies to Directors of MOVe, including executive Directors (if any, with respect to the remuneration that they receive in their capacity for acting as Directors). This policy does not apply to any other persons.

MOVe recognises that remuneration for its Directors should be clear, transparent and fit for purpose. It should reflect the skills, experience and responsibilities of individual Directors and support the attraction and retention of high-calibre Directors for the benefit of the Company's shareholders.

Governance and decision-making

- The Board has overall accountability for this policy and approves remuneration arrangements for Directors within the shareholder-approved aggregate pool of Directors' fees.
- The Governance and Remuneration Committee (GRC) supports the Board by reviewing remuneration settings and making recommendations to the Board, as required.

Director Remuneration

Remuneration of Directors is paid in the form of Directors' fees. The aggregate pool of Directors' fees is approved by shareholders. The Board determines the allocation of fees paid to Directors from that approved aggregate pool.

Individual fees reflect Director roles and responsibilities. This supports transparency and accountability in Director remuneration. Individual Director fees will typically comprise:

- A base fee;
- An additional Chair fee (if the Director is Chair of the Board or of a Board Committee); and
- Committee fees.

Where, exceptionally, there are periods of sustained, increased activity in MOVe or special projects that require Director(s) to dedicate additional time to the governance of MOVe, and that additional contribution is not reasonably remunerated through their existing fees, the Board may, on a time-limited basis and in accordance with applicable NZX guidance:

- Establish a special purpose Director committee to undertake that work and pay to the relevant Director(s) special Committee fees; or
- Increase the fees payable to the affected Director(s) for the period of their additional contribution to MOVe.

Provided that at all times the total annual fees payable to all Directors of MOVe will not exceed the aggregate Director fee pool that has been approved by shareholders. Any increase to the aggregate Director fee pool requires shareholder approval in accordance with applicable NZX rules.

Directors do not receive any:

- Performance or equity-based remuneration; or
- Superannuation (or any other scheme) entitlements or benefits.

Details of the Directors' fee structure, the aggregate pool of approved Directors' fees and actual fees paid are disclosed each year in the MOVe Annual Report.

The Board regularly reviews Directors' remuneration to ensure it:

- Continues to attract competent Directors with the skills and experience the Board is seeking; and
- Sets remuneration levels that are fair and reasonable in a competitive market (in accordance with the NZX Listing Rules and the Constitution).

Factors that the Board considers during fee reviews include the size, scope and complexity of the business and industry, the requirements of the role and related time demand (including special projects), risk inherent in the business, regulatory requirements, delivery of financial results to the shareholders and relevant market data.

Compliance and review

MOVe will apply this policy and the MOVe Remuneration Guidelines in a manner consistent with applicable legal, regulatory, privacy and governance requirements. Remuneration information will be handled in accordance with MOVe's confidentiality and privacy obligations.

MOVe's remuneration practices will be governed by the applicable legislation and regulations of the jurisdictions in which the Company operates.

This Policy will be reviewed at least once every two years by the Governance and Remuneration Committee (GRC) as part of its responsibilities.

Document control

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