

Disclosure of Prudential Information

For the Year Ended 30 June 2021

APS 330 Remuneration Disclosures

Qua	litative disclosures							
(a)	Information relating to the	e bodies that oversee remuneration:						
	the name, composition and mandate of the main body overseeing remuneration;	The Remuneration & People Committee oversees Newcastle Permanent's remuneration framework, policies and practices. The Committee is comprised of not less than three non-executive Directors, the majority of whom (including the Chair) must be independent, and includes at least one member of the Risk Committee to facilitate linkages between risk management and remuneration practices.						
		As at 30 June 2021, the Committee members were: – Ms S Martin-Williams (Chair); – Mr J Eather; – Ms J Leslie; and – Ms M Haseltine.						
		Mr P Neat was also a member of the Committee for part of the financial year ending 30 June 2021, until his retirement as a Director on 5 November 2020.						
		The role and responsibilities of the Remuneration & People Committee are outlined in its charter, including the following matters in respect of remuneration:						
		 assisting the Board in establishing appropriate remuneration levels, including reviewing and making recommendations to the Board in relation to Directors' fees and the remuneration and any proposed bonus or incentive payments for the Chief Executive Officer (CEO), Executives and other persons covered by the Remuneration Policy; 						
		 obtaining and assessing advice on market levels of remuneration for Directors and Executives, and other persons as required, to ensure those persons are being rewarded commensurate with their responsibilities, and consistent with the Remuneration Policy; 						
		 ensuring that remuneration practices are appropriately aligned to Newcastle Permanent's Remuneration Policy, the Board's Risk Management Strategy and Risk Appetite Statement; 						
		 ensuring that remuneration and incentive schemes are appropriately structured to encourage behaviour that supports Newcastle Permanent's risk management framework, long term financial soundness and expected risk culture; and 						
		- reviewing the APS 330 Remuneration Disclosures.						
	the name of external consultants whose advice has been sought, the body by which they were commissioned, and in what areas of the remuneration process;	During the 2021 financial year, the Remuneration & People Committee engaged Godfrey Remuneration Group Pty Ltd for the provision of independent remuneration advice on Non-Executive Director (NED) and Chief Executive Officer (CEO) remuneration.						
		The Remuneration & People Committee also engaged Guerdon Associates Pty and Minter Ellison lawyers for the provision of independent remuneration advice with respect to a Long-Term Incentive (LTI) scheme for the CEO (which could also potentially apply to Executives if the Board considers this appropriate in the future).						
	Tomanoration process,	The Remuneration & People Committee and Board also considered a report from Ernst & Young commissioned by management to review Executive remuneration and retention arrangements.						
	a description of the scope of the ADI's Remuneration Policy (e.g. by regions, business lines), including the extent to which it is applicable to foreign subsidiaries and branches; and	The Remuneration Policy applies to remuneration arrangements in relation to the non-executive Directors and Executives (being Accountable Persons under the Banking Executive Accountability Regime (BEAR)), other Responsible Persons (excluding the responsible auditor), risk management, compliance, internal audit and financial control personnel, all other employees for whom a significant proportion of their total remuneration is variable and determined by performance measures, and certain third party service providers to Newcastle Permanent (such as the co-sourced internal audit services provider and mortgage brokers). Newcastle Permanent does not have any foreign subsidiaries or branches.						

a description of the types of persons considered as material risk takers and as senior managers as defined in paragraph 22 of APS 330, including the number of persons in each group.

As at 30 June 2021, Newcastle Permanent's "senior managers" as defined in paragraph 22 of APS 330 comprised the following ten personnel:

- CEO:
- Chief Customer Experience & Delivery Officer;
- Chief Customer & Product Officer;
- Chief Financial & Transformation Officer;
- Chief Technology & Shared Services Officer;
- Chief People & Culture Officer;
- Chief Risk Officer;
- Chief Strategy & Governance Officer;
- Company Secretary & General Counsel; and
- Head of Internal Audit.

Newcastle Permanent does not consider any other employees to be "material risk takers".

(b) Information relating to the design and structure of remuneration processes:

an overview of the key features and objectives of remuneration policy; The principle objective of Newcastle Permanent's Remuneration Policy is to support appropriate levels of remuneration while adhering to sound risk management and governance principles, through remuneration practices that are designed to:

- reflect Newcastle Permanent's strategy and values;
- recognise the importance of behaviours and positive risk outcomes;
- recognise the role of financial and non-financial drivers for long-term success;
- support the risk management framework, an appropriate risk culture and employee conduct by rewarding positive performance and behaviours;
- drive long-term organisational performance in line with the strategy and business objectives;
- be simple, transparent and fair; and
- be market competitive to enable the attraction and retention of talent.

Newcastle Permanent's remuneration framework consists of the following components:

- base salary;
- short term cash incentive based on performance;
- long term cash incentive based on performance (CEO only); and
- other benefits including superannuation.

whether the Remuneration Committee reviewed the ADI's Remuneration Policy during the past year, and if so, an overview of any changes that were made; and The Remuneration & People Committee reviewed the Remuneration Policy in August 2020 and recommended the following changes, respectively, which were subsequently approved by the Board:

- aligning the threshold for deferral of variable remuneration with the relevant legislative requirements for variable remuneration payments made after 1 July 2020;
- reflecting changes in performance-related inputs to variable remuneration as a result of the introduction of balanced performance scorecards and associated risk and behaviours gateways and modifiers.

The Board also approved the CEO's participation in a Long Term Incentive Plan and the specifics of Award 1 to the CEO under the LTI Plan.

a discussion of how the ADI ensures that risk and financial control personnel (as defined in CPS 510) are remunerated independently of the businesses they oversee.

The key risk and financial control personnel are defined in the Remuneration Policy as the Chief Financial & Transformation Officer, Chief Risk Officer, Company Secretary & General Counsel and Head of Internal Audit. These personnel are entitled to participate in Newcastle Permanent's Staff Incentive Scheme; however, their key performance indicators (KPIs) and proportion of fixed to variable remuneration are structured so as not to compromise the independence of these individuals in carrying out their roles. This independence is also supported by the involvement of the relevant sub-Committees and Board in setting the objectives for, and assessing the performance of, the Chief Risk Officer, Company Secretary & General Counsel and Head of Internal Audit.

Variable remuneration for risk and financial control personnel is paid where a clear contribution to successful outcomes for Newcastle Permanent is demonstrated and the individual attains and excels against pre-agreed KPIs (financial and non-financial) during a performance cycle.

(c) Description of the ways in which current and future risks are taken into account in the remuneration processes:

an overview of the key risks that the ADI takes into account when implementing remuneration measures; Newcastle Permanent takes into consideration the key risks assessed and articulated in its organisational risk profile, Risk Appetite Statement and Strategic Plan when setting performance targets for the Organisational Performance Scorecard (which is also the CEO Scorecard) and the Executive Performance Scorecards, and measuring and assessing organisational and individual performance during the financial year.

an overview of the nature and type of the key measures used to take account of these risks, including risks difficult to measure (values need not be disclosed); Effective risk management and compliance management was assessed in the Performance Scorecards of the CEO and Executives during the 2021 financial year, as a Values and Risk modifier, by reference to the following quantitative and qualitative measures and taking a 'Behaviours First' approach to the assessment of performance:

- the number and/or severity of breaches, including in respect of Newcastle Permanent's Risk Appetite Statement limits, within span of control and accountability;
- proactive identification and accountability for managing risk within the relevant division, and in other areas;
- accountability for remediating issues raised, including (but not limited to) audit findings, breach remediation, customer complaints and employee complaints; and
- alignment with company values, and an assessment of behaviours and actions.

Effective risk and compliance management is a gateway characteristic for a "Good" performance rating (and any associated incentive payment) for all staff across the organisation. This recognises the importance of risk and compliance management within every role, to support customer and industry expectations, long-term financial outcomes and the Risk Management Framework (including expected Risk Culture).

In addition, individual personnel throughout the organisation may have specific risk and compliance goals and measures incorporated in their personal KPIs, as directly relevant to their area of responsibility.

a discussion of the ways in which these measures affect remuneration; and For the CEO and Executives, the above mentioned Values and Risk modifier is applied through a mix of quantitative and qualitative assessments by the Remuneration & People Committee. Based on the recommendations of the Remuneration & People Committee, and with the approval of the Board, the CEO and Executives may receive all, part. or no incentive payment.

The Remuneration & People Committee considers information from the Audit and Risk Committees regarding audit items and risk and compliance items, respectively, arising during the financial year that may be relevant to the assessment of the CEO and each Executive's performance and management of the key risks.

Employees are excluded from participating in the Staff Incentive Scheme or from receiving an incentive payment (as per the relevant scheme rules) where they fail to comply with risk management and compliance requirements measured by:

- a Values and Risk 'enhancer' and 'modifier' which includes a gateway characteristic for Accountable Persons; and
- a Risk and Behaviours gateway for all other employees', including in the event of formal disciplinary action for
 cases of misconduct or unsatisfactory performance, or if they otherwise engage in conduct that is contrary to the
 organisation's values or risk appetite.

Where an individual's performance objectives also include a specific risk or compliance KPI, a weighting is attributed to that objective which, combined with the risk and compliance gateway, contributes to the outcome of the annual performance assessment process and calculation of any incentive payment.

Ultimately, the CEO and/or Board also retain the discretion to adjust the performance-based components of remuneration downwards, including to zero if appropriate, if such adjustments are necessary to:

- protect the financial soundness of Newcastle Permanent;
- take into account any risk or compliance events or outcomes; or
- respond to significant unexpected or unintended consequences that were not foreseen.

a discussion of how the nature and type of these measures has changed over the past year and reasons for the change, as well as the impact of changes on remuneration. As discussed above, Newcastle Permanent employs a Values and Risk modifier to the performance assessment process for the CEO and Executives and a Risk and Behaviours gateway for all other employees. The Values and Risk modifier is used to modify the incentive outcomes for the CEO and Executives either upwards or downwards based on the degree to which risk objectives are met and their risk behaviours.

The Values and Risk modifier (for CEO and Executives) and Risk and Behaviours gateway for all other staff reflect the strategic importance of risk management for Newcastle Permanent, as well as recommendations flowing from various industry and regulator reports, and are expected to encourage and incentivise positive risk behaviours and discourage poor risk behaviours through the adjustment of variable remuneration outcomes.

(d) Description of the ways in which NPBS seeks to link performance during a performance measurement period with levels of remuneration:

an overview of the main performance metrics for the ADI, top-level business lines and individuals; The purpose of the Newcastle Permanent Staff Incentive Scheme is to reward actual achievement of individual performance objectives and for materially improved organisational performance.

Performance-based variable remuneration is paid to eligible staff, Executives and the CEO where a clear contribution to successful outcomes for Newcastle Permanent is demonstrated and the individual attains and excels against pre-agreed individual performance objectives (which are both financial and non-financial) during a performance cycle. The employee must also comply with the risk management and compliance requirements, disciplinary requirements, and must not engage in conduct that is contrary to the organisation's values or risk appetite.

For the 2021 financial year, the key KPIs cascaded through the CEO, Executive and individual performance objectives were broadly categorised into the following areas:

- Customer;
- Community;
- People:
- Strategic Roadmap; and
- Financial.

As discussed above, these metrics are overlaid by a Values and Risk modifier (for the CEO and Executives) and a Risk and Behaviours Gateway (for all other employees) to ensure that performance is only considered effective, and variable remuneration is only payable, where minimum risk and compliance behaviours, objectives and alignment to core values are met.

a discussion of how amounts of individual remuneration are linked to institution-wide and individual performance; and Newcastle Permanent's organisational performance is assessed by reference to objectives set as part of the annual Strategic Plan and associated roadmaps, which are incorporated into the Performance Scorecard as qualitative and quantitative measures and cover the broad categories referred to above.

The Board assesses the organisation's performance against this balanced scorecard, and on this basis determines the maximum amount of the Staff Incentive Scheme payment pool that will be made available. If organisational objectives are not met, the Board may reduce the amount available for Staff Incentive Scheme awards.

Individual incentive amounts paid out of the Staff Incentive Scheme payment pool are determined by reference to a matrix which considers Newcastle Permanent's performance and individual performance outcomes, as measured through the annual performance review process, and calculated as a percentage of base salary.

a discussion of the measures the ADI will in general implement to adjust remuneration in the event that performance metrics are weak.

The Board retains discretion to adjust the performance-based components of remuneration downwards, including to zero if appropriate, if considered necessary to:

- protect the financial soundness of Newcastle Permanent;
- take into account any risk or compliance events or outcomes; or
- respond to significant unexpected or unintended consequences that were not foreseen.

(e) Description of the ways in which NPBS seeks to adjust remuneration to take account of longer-term performance:

a discussion of the ADI's policy on deferral and vesting of variable remuneration and, if the fraction of variable remuneration that is deferred differs across persons or groups of persons, a description of the factors that determine the fraction and their relative importance; and

In accordance with BEAR requirements, all grants of variable remuneration to the CEO and Executives will be deferred for a minimum period of four years, subject to a \$50,000 threshold. For all Executives, the amount of variable remuneration to be deferred for the four year period will be the lesser of:

- 40% of their total variable remuneration for the relevant financial year; or
- 20% of their total remuneration for the relevant financial year;

where the minimum dollar threshold is triggered.

Each year the Board will determine if the Executive has:

- Met the minimum behavioural expectations and accountability obligations under BEAR:
- Met minimum customer expectations;
- Made appropriate decisions having regard to available information;
- Maintained appropriate conduct over the deferral period that has aligned to Newcastle Permanent's values; and
- Met or exceeded the appropriate risk measures.

The Committee and Board also undertakes a formal and final assessment in respect of the deferred remuneration just prior to the time of its proposed payment.

a discussion of the ADI's policy and criteria for adjusting deferred remuneration before vesting and after vesting through clawback arrangements. Under the Remuneration Policy, the Board may determine that any variable remuneration (including deferred remuneration) of the CEO or an Executive is reduced or forfeited before the end of the deferral period as well as after any payment has occurred. These circumstances are classified as "malus" or "clawback" events. Examples of malus or clawback trigger events include:

- a failure to comply with accountability obligations under BEAR;
- acts of fraud, dishonesty or misconduct;
- events that have an adverse effect on Newcastle Permanent's long-term financial soundness, prudential standing or prudential reputation;
- behaviour that brings Newcastle Permanent into disrepute;
- material breaches of Newcastle Permanent's compliance and risk management frameworks; or
- circumstances where information has come to light after the grant of variable remuneration that indicate all or part of the remuneration award was not justified.

Malus and clawback provisions are applicable to any deferred payments for eligible leavers. Employees who are determined 'ineligible leavers' will forfeit any unpaid deferred remuneration. Clawback provisions may still apply to any variable remuneration paid to the employee prior to termination.

(f) Description of the different forms of variable remuneration that NPBS utilises and the rationale for using these different forms:

an overview of the forms of variable remuneration offered (i.e., cash, shares and share-linked instruments and other forms); and Newcastle Permanent is not able to issue any shares or share-linked instruments; all variable remuneration is in the form of cash benefits.

a discussion of the use of the different forms of variable remuneration and, if the mix of different forms of variable remuneration differs across persons or group of persons, a description of the factors that determine the mix and their relative importance.

The only variable forms of remuneration during the 2021 financial year were:

- the Staff Incentive Scheme, which is discussed above in (d) and which also applies to Executives;
- the FY21 payments under the NPBS Key Person Risk Policy;
- the CEO Short-Term Incentive Scheme; and
- the FY21 tranche of the CEO Long-Term Incentive Plan.

The CEO Long-Term Incentive Plan is predicated on realisation of long-term financial and non-financial measures of CEO performance, as agreed with and assessed by the Board. The CEO Long-Term Incentive Plan comprises two awards of equal value for the financial period 1 July 2020 to 30 June 2023 (Award 1) and 1 July 2022 to 30 June 2025 (Award 2) each with four year vesting/deferral periods. The first award was made in financial year 2021, and will be assessed in July 2023, with planned vesting in July 2024.

The LTI Plan Rules are drafted so that participation in the LTI Plan can extend to other Executives should the Board consider it appropriate.

The NPBS Key Person Risk Policy facilitated a multi-year retention scheme for eligible Executives (subject to minimum performance expectations), with final payment in December 2020, following which the Key Person Risk Policy was retired.

Quantitative disclosures

(g)

Number of meetings held by the main body overseeing remuneration during the financial year and the remuneration paid to its members.

During the year, the Remuneration & People Committee met four (4) times. The total remuneration paid to Directors who were members of the Committee for part or all of the financial year is as follows:

	20	21	2020		
Table 1: Remuneration of the Remuneration Committee	No. of Directors	Total (\$)	No. of Directors	Total (\$)	
Remuneration of Directors who were members of the Remuneration & People Committee at the end of the financial year	4	765,343	5	900,724	
Remuneration of Directors who ceased to be members of the Remuneration & People Committee during the financial year (including retirement benefits)	1	287,607	1	239,403	
Total		1,052,950		1,140,127	

The total remuneration amount includes each Committee member's annual Director fee and remuneration for all other roles, as well as any retirement benefits, paid to them during the whole of the financial year. This is regardless of whether a Director was a member of the Committee for the whole or part of the financial year.

The remuneration paid to the Committee members in the 2021 financial year included:

- the base annual Director fee paid to each Director who was a member of the Committee;
- specific fees paid to those Directors with respect to their role as Chair or members of the Committee;
- specific fees paid to those Directors with respect to all other roles, including as Chair of the Board and Chair/members of other Board Committees; and
- a retirement benefit paid during the year to one of the Directors who was a member of the Committee for part of the year and retired on
 5 November 2020. The remaining members of the Committee were first appointed as Directors after 1 January 2011, and do not receive any retirement benefits from Newcastle Permanent other than compulsory superannuation entitlements.

(h)

The number of persons having received a variable remuneration award during the financial year.

Number and total amount of guaranteed bonuses awarded during the financial year.

Number and total amount of sign-on awards made during the financial year.

Number and total amount of termination payments made during the financial year.

The table below presents the number of senior managers/ material risk takers who received a variable remuneration award, guaranteed bonuses, sign-on awards or termination payments during the financial year.

	2021		2020		
Table 2: Variable remuneration, guaranteed bonuses, sign-on awards and termination payments	No. of employees	Total (\$)	No. of employees	Total (\$)	
Variable remuneration award – discretionary bonus	7	544,165	7	370,478	
Variable remuneration award – retention benefit	2	156,042	5	441,008	
Guaranteed bonuses	-	-	-	-	
Sign-on awards	-	-	1	100,000	
Termination payments	1	40,165	1	80,524	
Total		740,372		992,010	

Notes:

- Amounts in the table above are disclosed in the financial year that the payment was received.

(i)

Total amount of outstanding deferred remuneration, split into cash, shares and share-linked instruments and other forms.

Table 3 - Deferred remuneration	Outstanding at 30 June 2021 (\$)					Paid during the year (\$)						
	Cash	Shares	Share- linked	Other	Total	Cash	Shares	Share- linked	Other	Total		
Deferred remuneration pre- adjustment	731,000	-	-	-	731,000	-	-	-	-	-		
Adjustments – implicit	-	-	-	-	-	-	-	-	-	-		
Adjustments – explicit	-	-	-	-	-	-	-	-	-	-		
Deferred remuneration post-adjustment	731,000	-	-	-	731,000	-	-	-	-	-		

	Total amount of deferred remuneration paid out in the financial year.	Table 3 - Deferred remuneration Outstanding at 30 June 2020 (\$) Paid during										ag the year (\$)		
		Table 3 - Deletteu Tettulieration	Cash Shares					Cash Shares			Other	Total		
		Deferred remuneration pre- adjustment	-	-	-	-	-	-	-	-	-	-		
		Adjustments – implicit	-	-	-	-	-	-	-	-	-	-		
		Adjustments – explicit	-	-	-	-	-	-	-	-	-	-		
		Deferred remuneration post-adjustment	-	-	-	-	-	-	-	-	-	-		
(j)														
	Breakdown of the amount	The table below presents the to	tal valu	e of remi	uneration	n award	ls for senio	or mana	igers/ma	nterial risk	takers:			
	of remuneration awards for the financial year in	The table select processes are to	ton vonc	0 01 10111	2021		.0 101 001	Tor managere, me		2020				
	accordance with Table	Table 22A: Total value of	Unres	tricted	Deferred		Total	Unrestricted		Deferred		Total		
	22A of APS 330.	remuneration awards for the current financial year		\$		\$	\$		\$:	\$	\$		
Fixed Remuneration														
		Cash-based	4,3	41,988		-	4,341,988	4,01	0,618		- 4,0	010,618		
		Shares and share-linked instruments		-		-	-		-		-	-		
		Other	2	18,567		-	218,567	27	8,354		- 2	78,354		
			4,56	60,555		- 4	4,560,555	4,28	8,972		- 4,2	88,972		
		Variable remuneration												
		Cash-based	70	00,207		-	700,207	91	1,486		- 9	911,486		
		Shares and share-linked instruments		-		-	-		-		-	-		
		Other		-		-	-		-		-	-		
				00,207		-	700,207		1,486			11,486		
		Total	5,20	60,763		- !	5,260,763	5,20	0,458		- 5,2	00,458		
(k)														
	Quantitative information about persons' exposure to implicit and explicit adjustments of deferred remuneration and retained remuneration.	Newcastle Permanent is not able share values or implicit fluctuatior remuneration. Refer to Table 3 ab	ıs. As ir									ed		