

Guild Group Holdings Limited

CPS 511 Disclosure Statement

This disclosure has been prepared in accordance with the requirements of the Australian Prudential Regulation Authority's (APRA) Prudential Standard CPS 511 – Remuneration. All information presented in this disclosure was effective as at 15th December 2025. As a non-significant financial institution (non-SFI), Guild Group Holdings Limited (GGHL) provides this public disclosure to outline its remuneration framework, policy, practices, and governance. This includes information relevant to Guild Insurance Limited (GIL).

1. Remuneration Governance

GGHL's Remuneration Framework is structured to align remuneration practices with individual and group performance, risk outcomes, and the long-term financial soundness of the Group. The framework is governed by the GGHL Board and adheres to APRA's Prudential Standard CPS 511. Its design, implementation, and oversight are managed by the GGHL's Board Remuneration & Nominations Committee, which works in consultation with the Board Risk & Compliance Committee and the Chief Risk Officer to ensure that remuneration decisions appropriately reflect risk considerations.

Further information concerning the GGHL's Board and governance of the Remuneration Framework are set out below.

2. Purpose, Application and Strategic Alignment

The Remuneration Framework provides a consistent, transparent, and strategically aligned approach to employee compensation across GGHL and its subsidiaries. It applies to all GGHL employees and supports the Group's business strategy by:

- Aligning remuneration with the Group's business plan, strategic objectives, and risk management framework.

- Promoting effective management of financial and non-financial risks which are measured by defined key performance indicators.
- Supporting sustainable performance and long-term soundness.
- Mitigating conduct risk and ensuring compliance with legal and regulatory obligations.

The framework is supported by the Group's Short-Term Incentive (STI) Scheme Rules, Long-Term Incentive (LTI) Scheme Rules, and Remuneration Policy, forming part of the Guild Group Risk Management Framework.

Higher standards must be met for key roles, as outlined in the GGHL Remuneration Policy. This requires that individuals in senior management, executive director, material risk-taker (including highly paid material risk-takers), and risk and financial control positions are subject to enhanced scrutiny, stricter performance and risk assessment, and more rigorous application of remuneration adjustment tools. These roles are expected to demonstrate exemplary conduct, prudent risk management, and sustained performance aligned with GGHL's long-term objectives. The following Specified Roles are captured in GGHL's Remuneration Policy:

Category	Role
<ul style="list-style-type: none"> • A “Specified Role” means a person who is a Senior Manager, Executive Director, Material Risk-Taker (including highly-paid material risk-takers) and Risk and Financial Control Personnel. • A “Senior Manager” in relation to general insurers, has the meaning given in the Insurance Act. • A “Material Risk Taker” means a person whose activities have a material potential impact on the entity’s risk profile, performance and long-term soundness, and in addition for an RSE licensee, means a person whose activities have a material potential impact on performing its duties and exercising its powers in the best financial interests of beneficiaries. • “Risk and Financial Control Personnel” means persons whose primary role is in risk management, compliance, internal audit, financial control or actuarial control. • A “Highly Paid Material Risk-Taker” – means a Material Risk-Taker whose total fixed remuneration (which includes salary, superannuation, allowances and benefits) plus actual variable remuneration is equal to or greater than 1 million AUD in a financial year of the entity. 	<p>Chief Financial Officer – Guild Group Chief Information Officer – Guild Group Chief People Officer – Guild Group Chief Risk Officer – Guild Group Executive General Manager – GIL Managing Principal – Meridian Lawyers Chief Operating Officer – Guild Group</p>

3. Governance and Oversight

The GGHL Board holds ultimate accountability for the Remuneration Framework, ensuring its design, application, and outcomes are aligned with regulatory requirements. In line with CPS511, the Board is responsible for approving the Remuneration Policy and reviewing it annually to maintain its relevance and compliance.

In exercising its discretion, the Board maintains overriding authority to adjust remuneration decisions at any point. This discretion is informed by the principles outlined in GGHL's Remuneration Policy: maintaining a market-competitive and transparent remuneration framework; balancing fixed and variable pay; promoting sustainable performance and long-term soundness; aligning incentives with agreed KPIs and business strategy; recognising both financial and non-financial risks; supporting beneficiary interests where applicable; and ensuring the ongoing empowerment of the Board to adjust remuneration to reflect risk, conduct, and performance outcomes. It is also the responsibility of the Board to approve variable remuneration outcomes for Specified Roles. All decisions made by the Board are documented and transparent, following consultation with the Remuneration & Nomination Committee, the Board Risk & Compliance Committee, and the Chief Risk Officer (CRO).

The Remuneration and Nomination Committee, a sub-committee of the Board of Directors, is responsible for overseeing all remuneration decisions. This committee ensures that remuneration practices align with the company's strategic objectives and regulatory requirements and works closely with the Chief Risk Officer (CRO) to provide independent input on risk matters. Their responsibilities include shaping the non-financial performance framework, integrating compliance, conduct, and risk

outcomes into performance reviews, and providing comprehensive risk assessments to inform remuneration decisions.

The Remuneration and Nomination Committee coordinates with the Audit Committee and Risk & Compliance Committees to ensure an integrated approach to remuneration. The Chief Risk Officer (CRO) provides independent and ongoing input on risk-related matters to support this alignment.

Remuneration decisions and outcomes are applied through a structured process that considers both quantitative and qualitative performance metrics. The Remuneration and Nomination Committee reviews individual and company performance, market benchmarks provided by independent third-party insights from AON, and other relevant factors to make informed decisions. This approach ensures fairness and alignment with long-term business goals.

In conducting the respective oversight of the Remuneration Framework and ultimate outcomes, the following meetings were held in FY2025:

- GGHL Board: 11 meetings
- GIL Board: 7 meetings
- Remuneration and Nomination Committee: 3 meetings
- Risk & Compliance Committee: 4 meetings
- Audit Committee: 7 meetings

4. Remuneration Framework and design

GGHL has designed its Remuneration Framework to support financial soundness, accountability, and sustainable performance. It is designed to align with the company's business strategy and risk

management practices. The framework incentivises employees to achieve strategic objectives, supports the shareholder while managing risks effectively. This alignment ensures that remuneration practices support sustainable growth and value creation.

GGHL's remuneration design outlines the strategic structure and components of how employees are compensated for their work, aligning financial and non-financial rewards with organisational goals. It includes base salary frameworks, variable pay schemes, equity or long-term incentive plans, benefits, and non-monetary rewards (like recognition programs and career development opportunities). The design also considers internal equity, external competitiveness, regulatory compliance, and the company's philosophy on pay-for-performance. Overall, it serves as a blueprint to attract, motivate, and retain talent while driving business performance.

Specifically, GGHL's remuneration structure comprises three core elements:

- **Fixed Remuneration (Total Employment Cost – TEC):** Determined by role, skills, and experience.
- **Variable Performance-Based Remuneration:** Delivered through the Guild Group Incentive Schemes. The level of variable remuneration increases with seniority and risk impact, with enhanced deferral and risk adjustment mechanisms for material risk takers.
- **Fringe Benefits:** Includes staff discounts on Guild products/ services and work-related expense reimbursements (e.g., phone plans, tool-of-trade vehicles).

Financial risks are managed through performance-based incentives that are linked to key financial and non-financial metrics such as strategic delivery, financial results, key people metrics and customer

outcomes. Risk and compliance adherence along with governance factors are managed through qualitative assessments and long-term incentive plans that promote responsible business practices.

Incentives are KPI-driven, providing employees with clear visibility into how their performance contributes to business success and risk management.

The STI Scheme links annual performance to financial and non-financial KPIs, while the LTI Scheme drives sustained value creation beyond the Group's cost of capital (i.e. linked to multi-year performance goals). Payout and vesting schedules are aligned with business time horizons and risk appetite, funded by Group profits, and compliant with all regulations. Deferral mechanisms are in place to ensure that a portion of variable remuneration is deferred and subject to future performance adjustments. This approach mitigates risk and promotes long-term value creation.

Adjustment tools for all employees include in-period adjustments, malus, and clawback mechanisms. Variable remuneration may be reduced (including to nil) for adverse risk and conduct outcomes.

However, Specified Roles are subject to more rigorous oversight with the application of malus and clawback more likely to be exercised for those in higher-risk or more influential positions.

These consequences are determined according to the Adjustment and Consequence Matrix outlined in GGHL's Remuneration Framework pursuant to which the overall impact of the breach/ issue is assessed against the individual's accountability and responsibility.

In the absence of variable remuneration, alternative accountability mechanisms may include reduced or withheld annual fixed salary adjustments, determined through performance reviews, in addition

to reduced access to recognition programs and career development opportunities. Additionally, disciplinary consequences (up to and including dismissal) may be imposed in accordance with GGHL's policies. These mechanisms ensure employees remain accountable for their contributions and are encouraged to perform at their best.

In FY2025, no adjustments were made in response to reported breaches. All remuneration outcomes were determined in accordance with the approved Remuneration Policy, and there were no material deviations from the framework. All relevant deferrals and risk adjustments were applied appropriately.

The Board retains overriding discretion at all decision points concerning variable remuneration, GGHL ensures employees understand how their performance influences variable remuneration.

Board Declaration

The GGHL Board affirms that the Group's Remuneration Framework and Policy are:

- Consistent with APRA's CPS 511 objectives and requirements,
- Annually reviewed for operational effectiveness and fitness for purpose with the last review completed in March 2025.



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