

# APS 330 Remuneration Disclosure – Judo Capital Holdings Ltd and Judo Bank Pty Ltd (JUDO or the JUDO GROUP)

Reporting Period: April 24<sup>th</sup>, 2019 - June 30<sup>th</sup>, 2019

## Introduction and Remuneration Disclosure Requirements

Pursuant to its obligations under the Australian Prudential Regulation Authority (APRA) Prudential Standard APS 330 – Public Disclosure, Judo Capital Holdings Ltd and Judo Bank Pty Ltd (Judo or the Judo Group) make the following remuneration disclosures for the period April 24<sup>th</sup>, 2019 – June 30<sup>th</sup>, 2019 (the Period) inclusive.

This represents the period in FY19 in which the Judo Group was an Authorised Deposit-Taking Institution (ADI) and thus regulated by APRA and the associated Prudential Standards. The quantitative information in this disclosure relates to Senior Managers and Material Risk Takers of the Judo Group for the Period.

Senior Managers for the purpose of this disclosure include those persons defined in the Judo Group's Fit & Proper Policy, excluding the Judo Group's independent and shareholder directors and external auditor. The Judo Group's Co-Chief Executive Officers and Management Board members are included within the definition of the Senior Managers. During the Period there were 8 persons within this group.

Material Risk Takers are persons whose role and accountabilities may affect the financial soundness of the company (either individually or collectively) and who have a significant portion of total remuneration based on performance. Based on this definition, there are no employees outside of the Senior Managers group that are considered Material Risk Takers.

## Remuneration Governance

The Judo Board is responsible for the governance of remuneration arrangements at Judo and it has established a Remuneration and Nominations Committee (Committee) which makes recommendations to the Board in respect of the remuneration arrangements for the Co-CEOs, Management Board and other groups of specified employees or groups of employees whose roles may affect the financial soundness of the Bank.

The Committee's purpose is to advise and assist the Board to fulfil its responsibilities in relation to Judo's culture and remuneration matters to support the broader company strategy, including:

- Judo's cultural and remuneration objectives, including remuneration strategies, policies, frameworks;
- the implementation of these remuneration arrangements as well as ensuring alignment to Judo's strategy, culture and risk management framework and its operational effectiveness;
- review, apply judgement and endorse recommendations made by management and submit to the Board for approval; and
- an annual review and assessment of Judo's Remuneration Policy.

The Committee meets a minimum of three times per year and during the Period the Committee did not hold any meetings. The most recent Committee meeting dates prior to and after the Period were 11<sup>th</sup> April 2019 and 12<sup>th</sup> July 2019 respectively. The Committee must comprise at least three Directors, a majority of whom shall be independent. The Chair of the Board may be a member of the Committee but cannot be the Chair of the Committee.

As at the end of the Period, the Committee comprises six Directors, four of whom are independent Non-Executive Directors (NED's) and two of whom are Shareholder Representative Directors. The Independent NED's are remunerated by way of a base fee of \$85,000 per annum (exclusive of superannuation). Additional fees are paid for Chairs and Members of Board Committees, depending on the number of other Committees they either Chair or are a Member of. Directors who Chair two or more Committees receive an additional fee of \$10,000; Directors who are a Member of two or more Committees receive an additional fee of \$5,000; and where a Director is the Chair of a Committee and Member of another Committee, an additional fee of \$7,500 is provided (all figures are exclusive of superannuation). The Chairman of the Board receives no additional payment for his membership of any Committees. The Shareholder Representative Directors receive no remuneration. The total fees paid to the Committee for the Period are set out in the table below:

The Period	24/4/2019-30/06/2019
Committee Members (inclusive of the Committee Chairman) (1)	6
Meetings (2)	0
Total fees including the Committees members and Committee Chairman (3)	\$62,618

(1). There were 5 Committee members up to 26/6/2019; on 27/6/2019 an additional NED was appointed to the Committee.

(2). The Committee did not meet during the Period.

(3). Fees quoted include superannuation.

Where necessary, the Committee may seek advice from independent experts and advisors including remuneration consultants. The Committee may also arrange for their attendance at relevant Committee meetings. During the Period the Committee did not directly engage any independent advisors. During the Period independent legal advisors Ashurst, engaged by Management, attended a Judo Board meeting to provide expert advice in relation to one of the Judo Groups long-term incentive schemes. During the Period, Management also engaged PwC to advise on the development of its Long-Term Incentive Plan and Remuneration Policy. No remuneration recommendations were made by PwC as part of their engagement.

## **The Judo Groups Remuneration Policy, Framework & Components**

During the Period a review of the Group's Remuneration Policy was undertaken. The objectives of the review focused on reaffirming the purpose of remuneration at Judo and ensuring the Policy complied with APRA Prudential Standards and applicable legislative and regulatory remuneration

requirements, namely the Banking Executive Accountability Regime (BEAR). Revised remuneration principles and a remuneration framework, as outlined below, were identified to apply in Fy20.

### *Policy coverage*

Judo's Remuneration Policy applies to all directors and employees of the Judo Group.

### *Remuneration objectives and principles*

A foundation belief in the establishment of Judo was that human capital would ultimately define its' competitive advantage. Judo views remuneration as a critical human capital and performance management instrument to help achieve this competitive advantage and has developed the following remuneration design principles to support this goal:

- Attract & retain highly talented people passionate about building & growing a challenger bank;
- Drive outperformance & a customer-first/humanistic banking mindset and unified team culture;
- Create an equity owners' mindset;
- Encourage a commitment to the fundamentals of banking;
- Be simple and fair enough to explain to family and friends; and
- Ensure remuneration is one of the many reasons people work and stay at Judo.

### *Risk and Financial Control Personnel*

Risk and Financial Control Personnel are employed in centralised functions across the Judo Group. Remuneration outcomes for these individuals are based on the performance of the Judo Group as a whole and their own performance objectives, instead of a focus on the outcomes in areas of the Bank they oversee.

## ***FY19 Remuneration Framework***

Judo's remuneration framework consists of fixed and variable components of remuneration. The fixed and variable remuneration mix is such that variable remuneration can meaningfully drive performance without encouraging inappropriate risk taking.

Variable remuneration may be awarded subject to performance, individual and Judo Group risk outcomes, conduct and other conditions. It is not intended for the performance related components of variable remuneration to be guaranteed instead it is at-risk and subject to out-performance.

The table below provides an overview of the FY19 remuneration components.

Element	Description
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<p><b>Fixed remuneration</b></p>	<ul style="list-style-type: none"> <li>● Fixed remuneration is comprised of base salary and superannuation. Other benefits such as car allowance may also be provided.</li> <li>● Fixed remuneration is typically set at industry competitive levels and provides sufficient remuneration to take into account the possibility of paying no variable remuneration.</li> </ul>
<p><b>Short-term incentive (STI)</b></p>	<ul style="list-style-type: none"> <li>● STI awards are discretionary and recognise performance over a six monthly period. A risk and compliance gateway has to be met before an STI award can be made. 85% of the award is subject to Judo Group second half fiscal 19 period goals, including lending and deposit financial goals, project goals in relation to launching retail deposits and project goals in relation to capital raising. The remaining 15% of the award is subject to individual performance against Judo's values of trust, teamwork, performance, and accountability.</li> <li>● Employees eligible to participate in the STI typically include all employees who had passed their probationary period, excluding Senior Managers.</li> <li>● The STI will be delivered 100% in cash, deferral will not apply.</li> </ul>
<p><b>Management Equity Plan (MEP)</b></p>	<ul style="list-style-type: none"> <li>● MEP awards are designed to retain and reward initial founding employees and management for building and growing a successful and sustainable bank, and to create value for shareholders.</li> <li>● There are two plans approved by the Board: the MEP, and a Mirror MEP (which replaced the MEP once it was exhausted). Awards are delivered in Performance Rights matched to an underlying B Class Share.</li> <li>● Employees eligible to participate in the MEP and Mirror MEP are limited to the initial founding management team, founding NED's, and select team members and NEDs who have since joined Judo.</li> <li>● Typically, a single grant of awards that vests annually over a five-year period, subject to performance and service conditions. 50% of the award is subject to service conditions to assist with the retention of key talent to facilitate the sustainable growth of the business; and 50% of the award is subject to performance criteria including Net Profit After Tax (NPAT) or Loan Book Targets, plus a Board overlay of the Risk Management Considerations (RMCs), in relation to the performance conditions, which is outlined below.</li> <li>● The five-year period commenced on 1 July 2018.</li> </ul>

*Deferral of remuneration in FY19*

Judo's FY19 remuneration framework is inclusive of deferral arrangements for all employees. Deferral arrangements are in place to encourage a longer term focus.

MEP and Mirror MEP awards are deferred over a four year period. Judo may adjust any unvested portion of the performance-based component of the MEP and Mirror MEP awards downwards, to zero, if appropriate.

Judo determined that it was not necessary to defer a portion of the STI awarded as the quantum and subsequent materiality of this award was low, and sufficient deferral was achieved through the MEP and Mirror MEP awards.

#### *Alignment of remuneration with risk management and the Risk Management Considerations (RMCs)*

Judo actively manages risk, including the risks associated with delivering and measuring performance and remuneration. Risk management is built into the remuneration framework and assessment of performance by:

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- Ensuring a risk and compliance gateway is satisfied before any STI awards are made;
  - Assessing each employee against Judo's values of trust, teamwork, performance and accountability; and
  - Adjustments to performance-based components of remuneration for business and risk outcomes, which may include paying no variable remuneration to any employees in any given year.
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The Board, with input from the Board Remuneration Committee and the Board Risk Committee, reserves the right to adjust the variable remuneration downwards to zero, including deferred unvested and unpaid awards. The Board considers long-term financial soundness and a number of Risk Management Considerations (RMC's), which have regard for both current and future risks, when it considers the payment or vesting of variable remuneration. The Board will also review additional financial and non-financial considerations when assessing whether any variable remuneration should be adjusted for risk. The RMCs include:

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- Measurement of the performance of Judo against the Board approved Risk Appetite Statement (RAS) for all key risks and extent to which the measures within the RAS are deemed to be within Risk Appetite;
  - Assessment of Judo's compliance with all applicable risk management and compliance frameworks as well as statutory reporting and controls;
  - Assessment of Judo's risk culture and demonstrated willingness to raise issues, risks and unethical behaviours;
  - Assessment of Judo's regulatory compliance including no evidence of any significant or systemic regulatory breaches;
  - Assessment of Judo's approach to identifying and managing any potential conduct issues;
  - Assessment of any significant financial loss that may have occurred due an event or failure of risk management; and
  - Assessment of Judo's timeliness in response to audit matters raised.
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The table below provides an overview of Judo's key risk and a sample of possible measures taken into account in the RMC's.

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Risk	Measures
<b>Credit Risk</b>	<ul style="list-style-type: none"> <li>● Loan portfolio and portfolio mix KPI's</li> <li>● Credit quality KPI's</li> <li>● Diversification of industry and asset exposure</li> </ul>
<b>Balance Sheet and Liquidity Risk</b> (includes liquidity risk, capital risk and interest rate risk in the banking book)	<ul style="list-style-type: none"> <li>● Liquidity levels</li> <li>● Prudential capital requirements metrics including: Common Equity Tier 1 capital, Capital conservation buffer, Tier 1 Capital, Total Capital</li> <li>● Concentration risk</li> </ul>
<b>Operational Risk</b>	<ul style="list-style-type: none"> <li>● Operational Loss events within Judo's Operational Risk Profile</li> <li>● Compliance with Judo's operating procedures</li> <li>● Control effectiveness</li> <li>● Risk assessment and monitoring of outsourcing providers</li> <li>● Data quality and risk reporting</li> </ul>
<b>Technology Risk</b> (including cyber risk)	<ul style="list-style-type: none"> <li>● Reliability of core services for credit facilities, debt facilities and other operational services</li> <li>● IT security</li> <li>● Reporting of Technology and Cyber risks</li> <li>● Control effectiveness, including testing of third parties</li> <li>● Security compliance</li> </ul>
<b>Compliance and Regulatory Risk</b>	<ul style="list-style-type: none"> <li>● Compliance with internal rules</li> <li>● Compliance with regulatory requirements and audit outcomes</li> </ul>

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When making the assessment the Board would also consider:

- The maturity of Judo and its systems;
- What proactive action was taken throughout the assessment period to mitigate any identified risk issues in the monthly reporting against Board approved RAS by strengthening the risks and control environments; and
- What advice and guidance has been provided by the Board throughout the year in response to identified issues in monthly reporting against the Board approved RAS, and Managements response.

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A reduction in the performance-based components of variable remuneration would occur if any of the following conditions were evident during the testing period:

- An Enforceable Undertaking
- Judo incurring remediation costs that were the result of a systemic breakdown in the Risk Management Framework and control environment
- Implementation of the Recovery Plan at any point during the vesting period

## ***Changes to the remuneration framework for FY20***

Following a review of the Remuneration Framework, the Board approved the following changes to variable remuneration arrangements for FY20:

- Removed the STI;
- Introduced a Discretionary Profit-Share Plan
- Closing the MEP, while still retaining the Mirror MEP; and
- Introduced a Long-Term Incentive (LTI) for select founding employees.

An overview the new components for FY20 are detailed in the table below.

Element	Description
<b>Discretionary Profit-Share</b>	<ul style="list-style-type: none"> <li>• Introduced to recognise group-wide beyond budget out-performance against core areas of Judo’s business, including: customer-first outcomes, risk management, people objectives and financial performance.</li> <li>• All employees are eligible to participate in the profit-share plan.</li> <li>• There is no target opportunity expressed.</li> <li>• Payouts are completely subject to Board discretion and are assessed and paid annually.</li> <li>• Mandatory performance, risk management and behavioural requirements objectives must be met to be eligible to receive an award.</li> <li>• The profit-share pool is based on performance against financial and non-financial goals designed to support long-term financial soundness and risk management framework. Adjustments may be made to reflect business risks, quality of financial results and customer outcomes.</li> <li>• The Board reserves the right to cancel or reduce the profit-share plan at any time in its absolute discretion. This includes, but is not limited to, where the Judo Group faces material adversity or to respond to significant unexpected or unforeseen events.</li> </ul>
<b>Long- term incentive (LTI)</b>	<ul style="list-style-type: none"> <li>• Introduced to retain and reward employees for contributing to the long-term sustainable success of the bank.</li> <li>• Eligible ‘founding’ employees and some critical/senior team members will receive an LTI</li> <li>• LTI may be delivered in the form of:               <ul style="list-style-type: none"> <li>○ Loan-funded shares;</li> <li>○ options; and/or</li> <li>○ cash award upon exercise.</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>• Typically, a single grant of LTI awards are made to eligible participants.</li> <li>• LTI awards are subject to meeting the same service conditions (50%) and performance criteria (50%), and RMC's overlay as outlined below. The LTI award is a four-year plan.</li> </ul>
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*Deferral of remuneration in FY20*

In FY20, Judo will continue to ensure that an appropriate amount of remuneration is deferred over the longer term.

The discretionary profit-share may be deferred based on consideration of the quantum of the award.

LTI awards are deferred over a four year period. Judo may adjust any unvested portion of LTI awards downwards to zero, if appropriate, as per the RMC's described on pages 5 and 6 of this disclosure. Additionally, the Board may clawback LTI awards or resulting shares in circumstances such as serious misconduct, fraud, a wilful breach of Judo's Code of Conduct, a wilful breach of any of their obligations to a Group entity, and/or acts, or fails to act, in a way which contributes to a Group entity incurring significant reputational harm, unexpected financial loss, a significant breach of a legal or regulatory requirement, or making a material financial misstatement.

Consistent with FY19, should any Mirror MEP award be made, it will be deferred and the performance-based component will be subject to adjustment downwards to zero, if appropriate, as per the RMCs described above.

**Senior Manager Quantitative Remuneration for the Period**

The table below summarises the requirements under paragraph (h) in Table 22 of APS 330 and provides details of the various payments made to the Senior Managers and Material Risk Takers for the Period.

	SENIOR MANAGERS (1)	MATERIAL RISK TAKERS (1)
Number receiving a variable award	1	Nil
Guaranteed bonuses awarded (2)	Nil	Nil
Sign-on awards	Nil	Nil
Termination payments	Nil	Nil

(1). There were eight Senior Managers during the period. There were no employees considered to be Material Risk Takers outside of the Senior Managers during the period.

The table below provides a summary of deferred cash and equity-based remuneration including the total of outstanding awards, and those that vested during the Period, including any reductions due to explicit and implicit adjustments. It summarises the requirements under paragraphs (i) and (k) in Table 22 of APS 330 for the Period.



	SENIOR MANAGERS (1)	MATERIAL RISK TAKERS (1)
Number of Incumbents	8	Nil
<b>Outstanding Deferred Remuneration</b>		
Cash based awards	Nil	Nil
Shares and share linked instruments (2)		
Total outstanding deferred remuneration (2)	<b>10,596,387</b>	Nil
Total outstanding remuneration vesting during the Period (2)	<b>1,059,639</b>	Nil
Total amount of reductions during the Period due to explicit adjustments (3)	Nil	Nil
Total amount of reductions during the Period due to implicit adjustments (4)	Nil	Nil

(1). There are no employees considered to be Material Risk Takers outside of the Senior Managers during the period.

(2). Share and share linked instruments are expressed at fair value using the Share Price as at June 30, 2019.

(3). This includes explicit reductions to awards which vested during the Period. Adjustments include downwards adjustments to outcomes and forfeitures due to non-vesting or employees exiting.

(4). This includes implicit reductions to awards which vested during the Period. Adjustments include reductions due to revaluation of awards.

The table below (formatted as per Table 22A of APS 330) summarises the requirements under paragraph (j) in Table 22 of APS 330 and provides a breakdown of the value of fixed and variable remuneration for Senior Managers for the Period.

	SENIOR MANAGERS (1)	MATERIAL RISK TAKERS (1)
Number of Incumbents	8	Nil
<b>Fixed Remuneration (Non-Deferred)</b>		
Cash based (2)	<b>712,261</b>	Nil
Shares and share-linked instruments (3), (4)	Nil	Nil
Other (5)	<b>66,660</b>	Nil
<b>Variable Remuneration</b>		
Cash based (Non-Deferred)	Nil	Nil
Cash based (Deferred)	Nil	Nil
Share-linked instruments (Deferred) (4)	<b>167,745</b>	Nil
Other	Nil	Nil

(1). There are no employees considered to be Material Risk Takers outside of the Senior Managers during the period.

(2). Represents actual fixed remuneration received, including salary sacrificed benefits, employer superannuation and any car parking benefits (including associated benefits tax).

(3). Share and share linked instruments allocated in the Period.

(4). Share and share linked instruments are expressed at fair value as at June 30 2019, based on an Independent valuation and prevailing share price.

(5). This includes annual leave and long service leave accruals.