

Perpetual Limited
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To whom it may concern

**Summary of Executive Service Agreement for Chief Executive Officer
and Managing Director**

Please find attached a summary of the terms of the Executive Service Agreement between Perpetual Limited and its Managing Director and Chief Executive Officer, Mr David Deverall, in accordance with ASX Listing Rule 3.1 and ASX Guidance Notes and Companies Updates.

Yours sincerely

Joanne Hawkins
Company Secretary
Perpetual Limited

SUMMARY OF TERMS OF EXECUTIVE SERVICE AGREEMENT BETWEEN PERPETUAL LIMITED AND MR DAVID DEVERALL

Contract details	David Deverall, Chief Executive Officer and Managing Director
Term of contract	Mr Deverall's appointment as Chief Executive Officer and Managing Director continues from the date of the agreement until terminated in accordance with its terms.
Fixed remuneration	\$800,000 per annum, reviewable in accordance with Perpetual's policies.
Short term incentive	Short term incentive (STI) of up to \$1.375 million in the event of certain performance hurdles being met and profit increasing by 25% over the previous financial year (with adjustments in the event of higher or lower profit outcomes). The Board may increase this amount for future periods. In the event that profit increases by greater than 25%, the Board may increase the STI beyond \$1.375 million.
Equity instrument/ Long term incentive	<p>Eligible to receive long term incentive (LTI) grants equivalent to \$1,025,000 each year (or such greater amount as may be determined by the board from year to year).</p> <p>50% of the LTI benefit is provided by way of performance shares, 50% of by way of options. Grants are divided in 2 portions. The first portion is subject to a total shareholder return (TSR) hurdle. If Perpetual's growth in TSR relative to the comparative group is:</p> <ul style="list-style-type: none">• less than the median 0% vests;• at the median 50% vests;• greater than the median but less than 75%, 50% plus 2% for every percentile increase vests; and• 75% or above 100% vests. <p>The second portion is subject to an earnings per share (EPS) hurdle. If Perpetual's growth in EPS is:</p> <ul style="list-style-type: none">• less than 10% per annum, 0% vests; and• at 10% or more, 100% vests. <p>The TSR and EPS Hurdle are first tested on 3rd anniversary of date of grant. If any portion remains unvested, it is retested on the 4th anniversary of the date of grant. After this date, any unvested portion is forfeited.</p>
Termination of employment	<p>Mr Deverall can resign by providing 12 months' notice. Perpetual can terminate Mr Deverall's employment at any time by providing 12 months notice; immediately for misconduct or other circumstances justifying summary dismissal; as a result of Mr Deverall's illness by providing 12 months' notice; and for poor performance by providing 6 months' notice. When notice is required, the Company can make a payment in lieu of all or part of any notice period.</p> <p>Immediate termination without notice in certain circumstances STI- entitlements not paid are forfeited. LTI- shares and options not vested at the termination date are forfeited</p> <p>Termination by Perpetual on notice or due to illness- 12 months' written notice (or payment in lieu) STI- pro-rated, based on previous year entitlements LTI- eligible to receive vesting of shares and options that have not vested at the termination date for a period of 24 months after the termination date, provided the performance hurdles above are met.</p> <p>Termination by Perpetual for poor performance- 6 months' written notice (or payment in lieu) STI- determined at the discretion of the Board. LTI- shares and options not vested at the termination date are forfeited.</p> <p>Resignation by Mr Deverall- 12 months' written notice (or payment in lieu) STI- pro-rated, based on previous year entitlements LTI-shares and options not vested at the termination date are forfeited.</p>