



Remuneration Committee Charter

Adacel Technologies Limited

ACN 079 672 281

(the Company)

Adopted by the Board on 21 July 2017

Remuneration Committee Charter

Adacel Technologies Limited (the Company)

1. Introduction

1.1 Purpose of Charter

This is the Charter of the Remuneration Committee established by the Board of the Company (the **Charter**). The Charter governs the operations of the Remuneration Committee (the **Committee**), it sets out the Committee's role and responsibilities, composition, structure and membership requirements.

1.2 Role of Committee

The Committee is established by the Board of Directors of the Company (**the Board**). The purpose of the Committee is to assist the Board by reviewing and making recommendations to the Board in relation to:

- (a) the Company's remuneration policy, including as it applies to Directors and the process by which any pool of Directors' fees approved by shareholders is allocated to Directors;
- (b) remuneration packages of the senior executive team, non-executive Directors and executive Directors, equity-based incentive plans and other employee benefit programs;
- (c) the Company's superannuation arrangements;
- (d) the Company's recruitment, retention and termination policies;
- (e) succession plans of the CEO or Managing Director, the senior executive team and executive Directors;
- (f) the review of the performance of the senior executive team and members of the Board, which should take place at least annually; and
- (g) those aspects of the Company's remuneration policies and packages, including equity-based incentives, which should be subject to shareholder approval.

2. Membership

2.1 Composition of committee

The Committee will:

- (a) comprise only of members of the Board of Directors (**Directors**) and members will be appointed and removed by the Board;
- (b) be of sufficient size, independence and technical expertise to discharge its mandate effectively;
- (c) consist of to the extent practicable given the size and composition of the Board from time to time:
 - (i) at least three members;
 - (ii) only non-executive directors¹;
 - (iii) a majority of independent² Directors (**Independent Directors**); and
 - (iv) an independent chairperson, who will be nominated by the Board from time to time;
- (d) include at least one member who has expertise in remuneration; and
- (e) comprise members who will be appointed for a fixed period of no more than 3 years, with Committee members generally being eligible for re-appointment.

A member of the Committee may act by their alternate.

While the Company will aim to have a Committee of at least the size and composition outlined above, this may not always be practicable given the size of the Board and the circumstances of the Company. Accordingly, the Board has absolute discretion to determine the appropriate size and composition of the Committee from time to time.

2.2 Ceasing to be a member of the committee

A person will cease to be a member of the Committee if:

- (a) the person gives reasonable notice in writing to the Committee Chairperson of the person's resignation as a member of the Committee;
- (b) the Committee Chairperson gives the person notice in writing that the person is to cease to be a member of the Committee; or
- (c) the person ceases to be a Director, in which case the person automatically ceases to be a member of the Committee.

2.3 Secretary

- (a) The Committee will have a secretary, which is to be the Company Secretary or such other person as nominated by the Board (**Committee Secretary**).
- (b) The Committee Secretary will attend all Committee meetings.

¹ Note an entity which is included in the S&P/ASX300 index at the beginning of a financial year must have a remuneration committee comprised solely of non-executive directors for the entirety of that financial year (LR 12.8)

² Independent, as defined by the ASX Corporate Governance Council. See schedule to this Charter.

- (c) The Committee Secretary, in conjunction with the Chairperson of the Committee, must prepare an agenda to be circulated to each Committee member at least 2 full working days prior to each meeting of the Committee.
- (d) The Committee Secretary will distribute a meeting timetable for each forthcoming calendar year.

3. Meetings & authority of committee

3.1 Meetings

- (a) The Committee will meet as often as necessary, but must meet at least twice a year.
- (b) The Chairperson of the Committee must call a meeting of the Committee if so requested by any Committee member, the Chief Executive Officer or the Company Secretary.
- (c) The Committee may invite other persons, including internal specialists or external advisers, to attend meetings if considered appropriate by the Chairperson of the Committee.
- (d) The quorum necessary for a meeting of the Committee will be 2 members, of whom at least one must be an Independent Director.

3.2 Authority

The Board authorises the Committee, within the scope of its responsibilities, to:

- (a) investigate any matter within the ambit of the role of the Committee as described in paragraph 1.2, which is brought to its attention with full access to all books, records and facilities;
- (b) seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties;
- (c) obtain outside professional advice as it determines necessary to carry out its duties; and
- (d) ensure the attendance of Company officers at meetings as it thinks appropriate.

4. Duties and responsibilities

4.1 Understanding the Company's Business

The Committee will ensure it understands the Company's structure, business and controls to ensure that it can adequately assess the significant risks faced by the Company.

4.2 Reporting

- (a) The Chairperson of the Committee must report the findings and recommendations of the Committee to the next Board meeting following each meeting of the Committee.
- (b) The minutes of all Committee meetings will be circulated to members of the Board by the Committee Secretary.

- (c) The Chairperson of the Committee must submit an annual report to the Board summarising the Committee's activities during the year and the Committee's significant results and findings.
- (d) The Committee must approve:
 - (i) the details to be published in the Company's Annual Report or any other statutory report or document with respect to the activities and responsibilities of the Committee; and
 - (ii) any statement on the Company's remuneration policy and executive compensation disclosures that may be required by law or other regulatory requirements (including any such statement to be included in the Company's Annual Report).

4.3 Specific responsibilities

In addition to any other matters which may be delegated to the Committee by the Board (including special investigations), the Committee is responsible for:

Remuneration of senior executives and executive Directors

- (a) regularly reviewing and making recommendations to the Board with respect to an appropriate remuneration policy including retirement benefits and termination payments (if any) for the senior management team and executive Directors, ensuring that such a policy:
 - (i) enables the Company to attract and retain valued employees;
 - (ii) motivates the senior management team and executive Directors to pursue the long term growth and success of the Company;
 - (iii) demonstrates a clear relationship between performance and remuneration; and
 - (iv) has regard to prevailing market conditions.
- (b) regularly reviewing and making recommendations to the Board regarding the remuneration packages of the senior management team and executive Directors, including (as appropriate) fixed, performance-based and equity-based remuneration, reflecting short and long term performance objectives appropriate to the Company's circumstances and goals;
- (c) making recommendations to the Board with respect to the quantum of short term incentives (if any) to be paid to the senior management team;

Remuneration of non-executive Directors

- (d) making recommendations as to the structure of remuneration for non-executive Directors;
- (e) ensuring that fees paid to non-executive Directors are within the aggregate amount approved by shareholders and making recommendations to the Board with respect to the need for increases to this aggregate amount at the Company's annual general meeting;

Employee benefits and other policies

- (f) making recommendations to the Board with respect to the implementation and operation of equity-based incentive plans and other employee benefit programs;
- (g) regularly reviewing the Company's recruitment, retention and termination policies;

Superannuation

- (h) regularly reviewing and providing advice to the Board in relation to the Company's superannuation arrangements;

Senior executives and executive Directors

- (i) developing and implementing a plan for identifying, assessing and enhancing competencies of the senior executive team and executive Directors;
- (j) ensuring that the performance of each member of the senior executive team and executive Director is evaluated at least annually;

Shareholder approval

- (v) considering those aspects of the Company's remuneration policies and packages, including equity-based incentives, which should be subject to shareholder approval and making recommendations to the Board accordingly;

The Committee will have no executive powers with regard to its findings and recommendations.

4.4 Other matters

- (a) The Committee is authorised to engage, at the Company's expense, outside legal or other professional advice or assistance on any matters within its terms of reference.
- (b) The Committee is authorised to seek any information it requires from any officer or employee of the Company and such officers or employees will be instructed by the Board of the Company employing them to respond to such enquiries.
- (c) No member of the Committee may participate in any decision with respect to his or her position or remuneration.
- (d) The Committee may, in its discretion, delegate all or some of its responsibilities to a sub-committee.

4.5 Committee performance

- (a) The Committee will perform an evaluation of its performance at least annually to determine whether it is functioning effectively by reference to current best practice.
- (b) The Board will evaluate the performance of the Committee as appropriate.

5. Other matters

5.1 Amendment of Charter

This Charter can only be amended with the approval of the Board.

5.2 Adoption of Charter and periodic review

This Charter was adopted by the Board on 21 July 2017, and takes effect from that date and replaces any previous charter in this regard.

The Committee must review and reassess this Charter at least annually and, if required, make recommendations to the Board in respect of any amendments to the Charter. The Board will also review this Charter periodically. The Company Secretary will communicate any amendments to employees as appropriate.

Schedule

Independence as defined by the ASX Corporate Governance Council in their Corporate Governance Principles and Recommendations (3rd edition)

An independent director is a non-executive director who is not a member of management, and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgment.

The corporate governance guidelines provide certain criteria for assessing the independence of directors and outline relationships which may affect independent status. They provide that when determining the independent status of a director the board should consider whether the director:

1. is, or has been employed in an executive capacity by the company or another group member, and there has not been a period of at least three years between ceasing such employment and serving on the board;
2. is, or has within the last three years been, a principal, partner, director or senior employee of a material professional adviser or a material consultant to the company or another group member;
3. is, or has been within the last three years, in a material business relationship (such as a supplier or customer) with the company or other group member, or an officer of, or otherwise associated directly or indirectly with, someone with such a relationship;
4. is a substantial shareholder of the company or an officer of, or otherwise associated directly with, a substantial shareholder of the company;
5. has a material contractual relationship with the company or another group member other than as a director of the company;
6. has close family ties with a person who falls within any of the above categories; or
7. has been a director of the Company for such a period that his or her independence may have been compromised.

Family ties and cross-directorships may be relevant in considering interests and relationships which may compromise independence, and should be disclosed by directors to the board.