

1 Definitions

In this document:

Board	means the board of Directors.
Chair	means the Director of Datetix appointed as the chair of the Board from time to time.
CEO	means the chief executive officer or equivalent officer (by whatever title known) of Datetix.
CFO	means the chief financial officer or equivalent officer (by whatever title known) of Datetix.
Committee	means a committee of the Board.
Company Secretary	means the company secretary of Datetix.
Corporate Governance Statement	means the corporate governance statement of Datetix.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Datetix	Means Datetix Group Limited ACN 009 027 178.
Director	means a director of Datetix.
Group	means Datetix and its controlled entities.
Senior Executives	means the senior management team (excluding Board members), being those who have the opportunity to materially influence the integrity, strategy and operation of Datetix, and its financial performance.

2 Standing rules

The standing rules for Committees (as set out below) apply to the Remuneration Committee.

2.1 Application

These rules apply to, and are deemed incorporated into the charter of each Committee, except to the extent of any conflict with any of its terms.

2.2 Composition

- (a) Due to the size and nature of activities each Committee will be undertaken by the full Board.
- (b) The Board will appoint one member of any Committee to act as its Chair.

2.3 Proceedings

- (a) Any meeting may be held by means of conference call or any other means of communication that may, under the Corporations Act or the Constitution, be used for Board meetings.
- (b) The quorum for a Committee meeting is any two members.
- (c) A Committee may delegate any specific task to one of its members or to a sub-committee consisting of two or more of its members.

- (d) The procedural provisions of this paragraph 2.3 apply in relation to any sub-committee of a Committee.

2.4 Company Secretary

The Company Secretary has responsibility for coordinating the completion and despatch of Committee agenda and briefing materials, as well as draft minutes of meetings of each Committee for approval at the next meeting.

2.5 Performance review and evaluation

- (a) The same procedures apply as for the Board (see Corporate Governance Statement) subject only to the role of the Chair being taken by the Chair of the Committee and any other necessary changes.
- (b) Review and evaluation are conducted against the Board Charter and any criteria the Chair decides.

2.6 Purpose of Remuneration Committee

The Remuneration Committee's role is to consider remuneration and issues relevant to remuneration policies and practices, including for Senior Executives and non-executive Directors.

2.7 Structure of the Remuneration Committee

The Remuneration Committee will have at least three members and will consist of a majority of independent Directors and be chaired by an independent chair.

3 Scope of responsibility

3.1 The Remuneration Committee is responsible for:

- (a) reviewing and evaluating market practices and trends for remuneration relevant to the Group;
- (b) reviewing and setting the Group's remuneration policies;
- (c) reviewing and setting the Group's remuneration practices;
- (d) overseeing the performance of the CEO and CFO and other Senior Executives and non-executive Directors;
- (e) reviewing and setting remuneration of the CEO and CFO and other Senior Executives and of non-executive Directors;
- (f) preparing reports that may be required under applicable legal or regulatory requirements about remuneration matters;
- (g) reviewing and setting remuneration by gender and reporting to the Board as necessary to facilitate compliance with the Diversity Policy; and
- (h) reviewing and recording, at least annually, on the proportion of women and men in the workforce at all levels of the Group, and their relative levels of remuneration.

3.2 Remuneration includes not only monetary payments (salary and wages) but all other monetary and non monetary compensation for services and benefits including:

- (a) fringe benefits;
- (b) directors' and officers' and other insurance arrangements;

- (c) retirement benefits;
 - (d) superannuation; and
 - (e) equity participation, and other incentive programs.
- 3.3 The remuneration of an executive Director will be decided by the Board, without the affected executive Director participating in that decision making process.
- 3.4 The total maximum remuneration of non-executive Directors is the subject of a Shareholder resolution in accordance with Datetix's Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Group of the respective contributions by each non-executive Director.
- 3.5 The Board may award additional remuneration to non-executive Directors who are called upon to perform extra services or make special exertions on behalf of the Company.
- 3.6 In addition, a Director may be paid fees or other amounts (i.e. subject to any necessary Shareholder approval, non-cash performance incentives such as Options) as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.
- 3.7 Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

4 Proceedings

- 4.1 Meetings are held at least three times during each year and more often as required.
- 4.2 Representatives of management and other employed personnel may be invited to attend meetings, or specific parts of meetings, at the discretion of the Remuneration Committee.

5 Miscellaneous

5.1 Review of document

- (a) External reviews of this document may be undertaken at the request of the Board.
- (b) A copy of this document (or a summary of it) may be made available on Datetix's website and to ASX to the extent necessary.

5.2 Endorsement

- (a) Datetix is committed to this document.
- (b) This document was adopted by the Board on 10 October 2014.