

1. Introduction

- 1.1 Remuneration is overseen by the nomination and remuneration committee, a committee of the board of directors of Isentia Group Limited (the **Company** and, together with its controlled entities, the **Group**) (**Nomination and Remuneration Committee**).
- 1.2 The objective of the Nomination and Remuneration Committee is to help the board to ensure that the Group:
- (a) oversee the nomination and appointment, and monitor the performance, of board members and senior management (and in particular, the chief executive officer, chief financial officer and company secretary);
 - (b) conduct succession planning;
 - (c) has coherent remuneration policies and practices to attract, motivate and retain executives and directors who will create value for shareholders and who are appropriately skilled and diverse;
 - (d) observes those remuneration policies and practices;
 - (e) fairly and responsibly rewards executives having regard to Group and individual performance, the performance of the executives and the general external pay environment;
 - (f) has policies to evaluate the performance of the board, individual directors and executives on (at least) an annual basis; and
 - (g) will integrate human capital and organisational issues into its overall business strategy.

2. Principles

In order to fulfil the role of the Nomination and Remuneration Committee set out above, its members must refer to the following principles when developing recommendations to the board regarding remuneration:

- (a) motivating the directors and management to pursue the Group's long-term growth and success;
- (b) demonstrating a clear relationship between the Group's overall performance and the performance of individuals;
- (c) recognising the different roles and responsibilities between executives and non-executive directors; and

- (d) complying with all relevant legal and regulatory provisions.

3. Remuneration packages

3.1 Remuneration for executives may incorporate fixed and variable components with both a short-term and long-term focus.

3.2 Executive remuneration packages may contain any or all of the following:

- (a) annual base salary – determined according to job size, external market relativity and having scope to recognise the value of individuals' performance and their ability and experience;
- (b) benefits – such as holidays, sickness benefits, superannuation payments, vehicle provisions and long service benefits;
- (c) allowances – which may include (but are not limited to) job, market and incumbent-specific allowances;
- (d) incentives, bonuses, recognition, special payments and other measures available to reward individuals and teams following a particular outstanding business contribution;
- (e) share participation via employee share, option or share rights schemes (which may constitute part or all of an incentive, bonus or special payment); and
- (f) reimbursement for expenses incurred in the course of the personnel's duties.

3.3 Non-executive director remuneration should be fixed and may be in the form of

- (a) fees;
- (b) superannuation contributions;
- (c) non-cash benefits in lieu of fees (such as salary sacrifice into superannuation or equity);
- (d) shares or options (subject to shareholder approval) so long as they do not have performance hurdles attached.

3.4 Non-executive directors will not receive performance based remuneration or termination benefits (other than superannuation).

3.5 Remuneration for executives and non-executive directors will be reviewed on at least an annual basis with consideration given to individuals' performance and their contribution to the Company's success (against measurable key performance indicators), external market relativities, shareholders' interests and desired market positioning. The proposed annual salary review budget must be approved by the Nomination and Remuneration Committee, subject to adjustments by the Human Resources Department.

4. Assessing remuneration

- 4.1 The Nomination and Remuneration Committee will make a recommendation to the board regarding the remuneration of executives having regard to various factors including performance and any recommendations made by the chief executive officer, executives, compensation consultants, and internal and external legal, accounting or other advisers.
- 4.2 The Nomination and Remuneration Committee will also make a recommendation to the board regarding the remuneration of non-executive directors having regard to, amongst other things, any recommendations made by compensation consultants, and internal and external legal, accounting or other advisers.
- 4.3 The Human Resources Department will be responsible for assessing remuneration based on job evaluations, market reference points and consideration of individual skills, experience and performance. Support from the Nomination and Remuneration Committee may be required from time to time to approve overall salary budgets in this regard.

5. Review and changes to this policy

The Nomination and Remuneration Committee will review this policy annually or as often as it considers necessary.

6. Approved and adopted

This policy was approved and adopted by the board on 16 July 2014.