



OzForex Group Limited Remuneration Policy

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Reviewed by: CEO (Neil Helm)
Approved by: Remuneration committee

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Contents

Responsibility.....	3
Membership.....	3
Principles.....	3
Remuneration packages	4
Assessing Remuneration	4

Responsibility

The Remuneration and Nomination Committee (the Committee) is responsible, amongst other things, for assisting the Board to determine the appropriate remuneration for directors and senior management.

Membership

The Committee will have a minimum of three members (all being non-executive directors), the majority being independent non-executive Directors.

The Committee will be chaired by Melinda Conrad.

Members of the Committee will be appointed for an initial three year term of office after which their appointment may be subject to annual rotation at the discretion of the Board.

Principles

In order to fulfil the role of the Committee set out above, the member shall refer to the following principles when developing recommendations to the Board regarding remuneration:

- a) Ensure that coherent remuneration policies and practices are observed which enable the attraction and retention of directors and management who will create value for shareholders;
- b) Fairly and responsibly reward directors and senior management having regard to the Company's performance, the performance of the senior management and the general pay environment; and
- c) Comply with all relevant legal and regulatory provisions.

Remuneration packages

Remuneration may incorporate fixed and variable pay performance elements with both a short term and long term focus.

Remuneration packages may contain any or all of the following:

- a) Annual base salary – with provision to recognise the value of the individuals' personal performance and their ability and experience;
- b) Rewards, bonuses, special payments and other measures available to reward individuals and teams following a particular outstanding business contribution;
- c) Share participation via employee share and option schemes;
- d) Other benefits such as holidays, sickness benefits, superannuation payments and long service benefits and
- e) Reimbursement for any expenses incurred in the course of personnel's duties.

Assessing Remuneration

The Committee will make a recommendation to the Board regarding the remuneration of executive directors and senior management having regard to various factors including performance and any recommendation made by the Managing Director and CEO, senior management, compensation consultant, and internal and external legal, accounting or other advisors. The Committee will also made a recommendation to the Board regarding the remuneration of non-executive directors having regard to, amongst other things, any recommendation made by compensation consultants, and internal and external legal, accounting or other advisors.

Adopted by the Board of Directors on the 4th day of December 2013.
