

ADSL0T LTD

REMUNERATION COMMITTEE CHARTER

Objectives

1. The objectives of the Adslot Ltd (Adslot) Remuneration Committee are to assist the Board in fulfilling its corporate governance responsibilities in regard to remuneration matters, including:
 - the remuneration framework for Non-Executive Directors;
 - the remuneration and incentive framework, including any proposed equity;
 - Executive Committee Members and Senior Executives (Relevant Executives);
 - recommendations and decisions (as relevant) on remuneration and all incentive awards for the Chief Executive Officer, any other Executive Directors and Relevant Executives; and
 - strategic human resources policies.
2. In particular, the Committee is to undertake the functions of the remuneration committee set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 2nd Edition (ASX Principles).

Membership

3. The Committee is appointed by the Board in accordance with Clause 71.1a of the Adslot Constitution.
4. The Committee is to consist of:
 - at least three members; and
 - as many independent Non-Executive Directors as possible whilst recognizing that Adslot has a newly formed Board with a number of Board members holding Executive positions.
5. The Chairman of the Committee is to be appointed by the Board.
6. The Committee may appoint independent expert External Advisers on terms determined by the Committee to assist it in performing its duties.

Meetings

7. The Committee is to meet as requested by the Committee Chairman.
8. As required by the Adslot Constitution, a quorum for a Committee Meeting is two Members.
9. Directors who are not Committee members may attend Meetings.

10. The Chief Executive Officer, appropriate Adslot Management and any external adviser are to attend such portion of each Meeting as requested by the Committee Chairman. (The Chief Executive Officer is not to be present when the Committee discusses issues relating to the Chief Executive Officer).
11. The Committee will report on its Meetings to the Board.
12. Recommendations of the Committee are to be referred to the Board for approval with the exception of matters detailed in Clause 24.

Access to Information, Independent Advice and Continuing Development

13. The Committee has the authority to seek any information it requires from any employee of the Adslot Group and all employees must comply with such requests.
14. The Committee may seek advice from individuals on remuneration policies and practices, but no individual should be directly involved in deciding his/her own remuneration.
15. The Committee may take such independent legal, financial, remuneration or other advice as it considers necessary.
16. The Committee should understand the Adslot Group's structure and operations and key developments relevant to the Committee and may receive periodic presentations from subject matter experts to assist in achieving such an understanding.

Responsibilities and Duties

17. The Committee is responsible for:
 - the review and monitoring of the Adslot Group remuneration and incentive framework applying to Non-Executive Directors and Relevant Executives and the associated strategies, systems, policies and processes implemented and reported on, by Adslot Management; and
 - approving the remuneration and incentive awards of Relevant Executives based on the recommendations of the CEO.
18. The Committee will review and make recommendations to the Board on remuneration matters, including:
 - the review and monitoring and recommendation of changes to the remuneration and incentive framework (including the Long Term Incentive Plan) for Non-Executive Directors and Relevant Executives;
 - the members of the defined Relevant Executives grouping;
 - the fixed remuneration levels and incentive awards for the Chief Executive Officer and any other Executive Directors; and

- performance based measures (financial and non-financial), targets and performance outcomes under incentive plans for the Relevant Executives.
19. Committee members are entitled to rely on Management on matters within their responsibility and on the expertise of external professionals. Committee members may assume the accuracy of the information provided by such persons, so long as the members are not aware of any reasonable grounds upon which such reliance or assumption may not be appropriate.

Adslot Remuneration Framework

20. The Committee's objectives in determining the remuneration and incentive framework, policies and practices are to:
- motivate the Relevant Executives to pursue the long-term growth and success of Adslot Group;
 - demonstrate a clear relationship between performance and remuneration; and involve an appropriate balance between fixed and incentive remuneration, reflecting the short and long-term performance objectives of Adslot; and differentiate between higher and lower performers through the use of a performance management framework; and
 - be compliant with all relevant laws and regulations and have regard to shareholder expectations.

Remuneration for Non-Executive Directors

21. In assisting the Board, the Committee will review and make recommendations to the Board on remuneration for Non-Executive Directors (including fees, travel and other benefits). In making its recommendations, the Committee should take into account the following guidelines:
- Non-Executive Directors should be remunerated by way of fees – in the form of cash, non-cash benefits and superannuation contributions;
 - Non-Executive Directors should not participate in schemes designed for remuneration of executives; and
 - Non-Executive Directors should not be provided with retirement benefits other than statutory superannuation.

Remuneration for Chief Executive Officer and any other Executive Directors

22. In assisting the Board, the Committee will review and make recommendations to the Board on the remuneration and incentives awards for the Chief Executive Officer and any other Executive Directors, including:
- fixed remuneration levels (including superannuation) and short and long-term incentive awards;
 - any termination payments (which are to be agreed in advance and include provisions in case of early termination); and
 - offers of equity under the Board approved Long Term Incentive Plan.

- Any issue of Adslot Shares and offer of Rights made to Executive Directors are to be placed before shareholders for approval.

Remuneration for Relevant Executives

23. The Committee will review and approve the remuneration and incentive awards for Relevant Executives based on recommendations of the CEO, including:
- fixed remuneration levels and short and long-term incentive awards;
 - any termination payments (which are to be agreed in advance and include provisions in case of early termination); and
 - offers of equity under Board approved Long Term Incentive Plan.

Equity Based Plans

24. The Committee will review and approve:
- The Long Term Incentive Plan; and
 - The executives who will participate in the Long Term Incentive Plan.
25. The Board is to be notified of any variations to employee Long Term Incentive Plan terms and conditions and other Long Term Incentive Plan governance documentation approved by the Committee prior to the implementation of any such variations.

The CEO

26. The CEO and Executive Remuneration Committee Members (as relevant) will review the remuneration of all other staff not otherwise specified in this Charter and will approve individual remuneration packages and where relevant equity offers to these staff under Board approved employee Long Term Incentive Plans.

Human Resources Policies

27. The Committee will review strategic human resource policies and practices for the Adslot Group.

Committee Performance

28. To determine whether it is functioning effectively, once each year the Committee shall:
- review this Charter; and
 - undertake an evaluation of its performance.

Charter History

19 April 2011 Remuneration Committee established.