

ADSLOT LIMITED
REMUNERATION COMMITTEE CHARTER

1.0 Introduction

The Board of Adslot Limited (**Adslot or the Company**) has established a Remuneration Committee (“the Committee”). The Remuneration Committee has a key role in assisting the Board with its responsibilities relating to the remuneration of the Chair of Board and other directors, the remuneration and incentives for senior management and remuneration framework of Adslot.

This Charter governs the scope, composition and conduct of this Committee.

2.0 Purpose

The objectives of the Remuneration Committee are to assist the Board in fulfilling its corporate governance responsibilities in regard to remuneration matters and aligning them to Adslot’s values and risk appetite, 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.

3.0 Duties and Responsibilities

The Committee is responsible for:

- reviewing and monitoring Adslot’s 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 Chief Executive Officer.

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, 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.

3.1 Adslot Remuneration Framework

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;

- 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 is a key driver of culture. The Committee will ensure remuneration and incentive frameworks:

- for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the board, and
- encourage Relevant Executives to pursue the growth and success of Adslot without rewarding conduct that is contrary to Adslot's values or risk appetite.

3.2 Remuneration for Non-Executive Directors

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.

3.3 Remuneration for Chief Executive Officer and any other Executive Directors

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);
- offers of equity under the Board approved Long Term Incentive Plan; and
- any issue of Adslot Shares and offer of Rights made to Executive Directors are to be placed before shareholders for approval.

3.4 Remuneration for Relevant Executives

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.

4.0 Membership

The Membership of the Committee shall be comprised of at least three members of the Board. A majority of the members shall be non-executive directors that have diverse, complimentary backgrounds

The Chair of the Committee is to be appointed by the Board.

The Committee may appoint independent expert external advisers on terms determined by the Committee to assist it in performing its duties.

5.0 Committee Meetings

The Committee will meet at least two times each year. Additional Committee meetings may be convened as the Chair of the Committee considers necessary, taking into account requests from any member.

Members may attend Committee meetings in person or participate by videoconference or other electronic means. Committee decisions may be made by circular or written resolution. A circular or written resolution signed by all members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression "written" includes email or other electronic means.

Notice of Committee meetings will be provided to directors of the Board who are not members and such directors may attend Committee meetings.

Notice of Committee meetings will also be provided to the Chief Executive Officer and any other relevant attendees as identified by the Chair of the Committee from time to time. Other members of management and advisers may be invited to attend meetings, as the Chair of the Committee thinks fit.

If a Committee member or an attendee has a material personal interest in a matter that is being considered at a Committee meeting, that person must not be present for consideration of that matter.

6.0 Access

Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board.

The Committee does not have any executive powers to commit the Board or management to the implementation of its recommendations, except where expressly stated in this Charter or as authorised by resolution of the Board.

In order to discharge its duties, the Committee shall have free and open access and communication with the management of the Company, the external auditor and other external advisers to the Company where required for specific matters.

The Committee is empowered to investigate any matter brought to its attention with full access to all books and records, facilities and personnel of the Company and has the authority to seek independent professional advice as it deems necessary to carry out its duties.

7.0 Reporting

The minutes of each Committee meeting will be provided to all directors of the Board.

The Chair of the Committee will, if requested at the next Board meeting after a Committee meeting, provide a brief verbal update as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.

8.0 Committee Performance

The performance of the Committee will be reviewed by the Board annually.

9.0 Charter Review

The Committee will at least annually review this Charter to determine its adequacy for current circumstances and recommend any proposed amendments to the Board for approval.

A copy of this Charter is available in the Governance section of the Company's website <https://www.adslot.com/investor-relations/governance/>

10.0 Document History

Version	Date	Description
v.1	28 January 2022	Creation and adoption
v.2	25 August 2022	Update following periodic review