

PHG

PULSE HEALTH LIMITED

REMUNERATION COMMITTEE CHARTER

1. Purpose

1.1 Scope of this document

This document sets out a framework to assist the Board of PULSE HEALTH Limited (ACN 104 113 760) (the “**Company**”) and the Remuneration Committee of the Company (“**Committee**”) in ensuring that it remunerates fairly and responsibly. The framework is based upon principles of good corporate governance and is designed to help the Company to attract and retain talented and motivated Directors and employees so as to promote the enhanced performance of the Company for the benefit of shareholders and other stakeholders. The basis of the Company's remuneration policies is the principle of ensuring that the Company establishes and maintains a clear relationship between the performance and remuneration of Directors and employees of the Company.

1.2 Who does this Committee Charter apply to?

The Company's Board of Directors (“**Board**”) has adopted this Committee Charter which applies to all members of the Board and of the Committee.

1.3 Further advice

If you do not understand any aspect of this Committee Charter, or if you are confused as to whether it applies to you, please contact the Company Secretary. You are encouraged to seek your own professional legal advice about this document.

2. The Remuneration Committee

2.1 Composition of the Committee

The Committee will be composed of at least three members and will be chaired by an independent Director.

The current members of the Committee are:

- (a) Craig Coleman - Chair
- (b) Stuart James; and
- (c) Phillipa Blakey.

Unless otherwise determined by the Committee, the Company Secretary will act as the Secretary of the Committee.

2.2 Role of the Committee

The role of the Committee is to provide advice and assistance to the Board in fulfilling its responsibilities by:

- (a) recommending appropriate remuneration policies to the Board and monitoring their implementation;
- (b) establishing systems designed to enhance the performance of individual employees of the Company and of the Company as a whole;
- (c) fairly and responsibly rewarding executives and other employees having regard to the performance of the Company, the performance of the executive or employee and the general pay environment; and
- (d) recommending to the Board a system of performance appraisal for Directors and the Board as a whole.

2.3 Responsibilities of the Committee

The responsibilities of the Committee are:

General responsibilities

- (a) keeping itself apprised of the latest developments, policies and trends regarding remuneration issues which affect the market(s) in which the Company operates;
- (b) providing advice to the Board on remuneration issues and policies. In advising the Board on remuneration issues and policies, the Committee will have regard to the overriding goal of ensuring that Directors and senior executives of the Company are motivated to pursue the long-term growth and success of the Company within an appropriate control framework and that there is a clear relationship between performance and remuneration;
- (c) identifying and retaining such advisers and consultants in relation to remuneration issues as the Committee considers necessary;
- (d) advising the Board on superannuation arrangements for the Company's employees;

Remuneration of executives

- (e) determining, in consultation with the Board, a policy for the remuneration of the Managing Director and such other senior executives as the Board requires it to consider. The Company will not permit the Managing Director or an Executive Director to have direct involvement in the determination of their remuneration;
- (f) recommending to the Board the total remuneration package of each executive, including where appropriate, non-cash components, bonuses, incentive schemes and shares or share options;
- (g) reviewing the senior management performance assessment processes and results;

- (h) making recommendations to the Board regarding the Company's recruitment, retention and termination policies and procedures for senior executives;

Incentive schemes for executives

- (i) making recommendations to the Board regarding policies governing incentive schemes and requesting the Board to seek shareholder approval of such policies where necessary or appropriate;

Remuneration of non-executive Directors

- (j) making recommendations to the Board regarding policies for the remuneration of non-executive Directors of the Company;
- (k) advising the Board on the total quantum of remuneration to be paid to all Directors and assisting the Board in communicating the basis for remuneration of Directors to shareholders;
- (l) advising the Board on the allocation of the Directors' total quantum of remuneration between the non-executive Directors (including the Chairman); and
- (m) evaluating the time required of non-executive Directors to perform their duties.

2.4 **Authority of the Committee**

The Board authorises the Committee to seek any information it needs from any employee of the Company to assist it in the performance of its obligations. The Committee is permitted to select, set the terms of reference and appoint such remuneration consultants or advisers as the Committee considers necessary at the cost of the Company.

The Committee is permitted to seek the advice and assistance of any of the executives of the Company but must ensure that this role is clearly distinguished from the executive's ordinary role within the Company.

The Committee does not have any executive powers in respect of its findings and recommendations.

2.5 **Committee meetings**

Number and notice of meetings

The Committee will meet no less than once a year and at such other times as the Committee considers necessary and appropriate.

Unless otherwise agreed by all of the members of the Committee, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and relevant information papers, will be sent to each

member of the Committee and any other person required to attend the meeting, no less than five business days prior to the date of the meeting.

Attendance at meetings

The Managing Director will have the right to address any meeting of the Committee. All Directors are invited to attend the meetings of the Committee. Other persons may attend a meeting of the Committee by invitation only.

Administrative procedures at meetings

The Secretary or the senior executives responsible for Human Resources will take minutes of the proceedings and resolutions of all meetings of the Committee, including the names of those persons in attendance. Minutes of the Committee meetings will be circulated to all members of the Committee. The Committee will approve the minutes and distribute any approved minutes to all members of the Board for consideration at the next Board meeting.

Other procedural matters regarding the meetings of the Committee will be governed by the constitution of the Company to the extent that it is applicable.

2.6 Quorum

The quorum required for the transaction of business by the Committee will be 2 members. A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions exercisable by the Committee.

2.7 Reporting

The Committee will report to the Board. The reports of the Committee will contain all matters relevant to the Committee's responsibilities as set out in this charter.

2.8 Review of performance

The Committee will periodically review its functions, roles, responsibilities and work to assess whether it is operating effectively by reference to this charter and prevailing market practices. As part of that review, the Committee shall review and assess the terms of this charter and make any recommendations for changes to the Board of the Company.