

Remuneration and Nomination Committee Charter

Data#3 Limited ABN 31 010 545 267

This charter governs the operations of Data#3 Limited's Remuneration and Nomination Committee.

Purpose and authority

The Data#3 board has delegated certain remuneration and nomination responsibilities to the committee to review and report back to the Data#3 board, as set out in this charter. The ultimate responsibility for remuneration and nomination policy matters rests with the Data#3 board.

The committee is authorised to investigate any matter brought to its attention with full access to all records and personnel of the company.

Composition

The board will appoint committee members and the committee chair.

The committee will consist of:

- at least three members;
- only non-executive directors;
- a majority of independent directors; and
- an independent director (who may also be the Chairman of the Data#3 board) as committee chair.

Meetings

The committee will usually meet at least two times each year, with authority to convene additional meetings as circumstances require. All committee members are expected to attend each meeting, in person or through teleconference or video conference. The quorum for committee meetings will be two members. The committee will invite members of management or others to attend meetings and provide pertinent information, subject to the invitee not having a material personal interest in the matter being considered.

Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

Duties and responsibilities

The main duties and responsibilities of the committee are listed below. In addition, the committee will examine any other matters referred to it by the board.

Remuneration matters:

- Reviewing the remuneration of Data#3's non-executive directors.
- Reviewing remuneration and incentive frameworks for executive directors, the Chief Executive Officer/Managing Director and other senior executives.
- Reviewing Data#3's remuneration structure including short and long term incentive arrangements and participation, equity-based plans, and superannuation arrangements.
- Reviewing the contractual arrangements for the executive director or Chief Executive Officer/Managing Director
- Reviewing the senior executive succession plans.
- Reviewing the recruitment, retention and termination strategies including staff induction programs, staff resourcing trends and metrics.
- Reviewing the achievement against diversity objectives.
- Reviewing the remuneration report.
- Overseeing the operation and administration of the Data#3 Employee Share Trust.
- Reviewing other relevant matters identified from time to time, or as requested by the Data#3 board.

In reviewing the above remuneration matters, the committee will also consider whether any significant matters should be brought to the attention of the Data#3 board.

Nomination matters:

- Reviewing the process for the nomination and selection of non-executive directors to the Data#3 board (the procedures for the nomination, appointment and re-election of non-executive directors to the Data#3 board are governed by the Data#3 Limited Constitution, Listing Rules and the Corporations Act).
- Reviewing the succession plans for Data#3 non-executive directors and executive directors.
- Establishing and monitoring induction programs for Data#3 non-executive directors.
- Reviewing the board skills matrix.
- Reviewing the independence assessment of non-executive directors.
- Assessing the governance and performance requirements for non-executive directors and setting a transparent process to review whether they are meeting those requirements.
- Establishing and evaluating the necessary and desirable competencies of the Data#3 board and Data#3 board committees.
- Establishing and monitoring strategies on diversity as they relate to the Data#3 board and its committees.

Access and advice

The committee shall have direct access to Data#3 senior management as appropriate and with board approval.

The committee chair shall have the authority to directly seek independent, professional or other advisers as required for the committee to carry out its responsibilities.

If the committee engages expert advisers on matters pertaining to the remuneration of Data#3 directors and key management personnel, those advisers are to provide advice directly to the committee, independent of management.

Reporting

The committee reports to the Data#3 board and committee meeting minutes will be provided to the Data#3 board for noting.

The committee will ensure that the Data#3 board is provided with sufficient information to ensure informed decision making.

Review

The committee shall review and reassess the charter periodically and obtain the approval of the board for any changes.

The charter is published on the Data#3 website.