



Eclixp Group Limited

Remuneration Policy

Date: 19 December 2019

Version: 1.3

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REMUNERATION POLICY

ECLIPX GROUP LIMITED (THE COMPANY)

1. Background

1.1 Overview

The Company is committed to attracting, motivating and retaining a highly skilled workforce. A key element in achieving that objective is to ensure that the Company provides a competitive and consistent remuneration framework that supports the creation of value for shareholders.

1.2 Purpose

The purpose of this Remuneration Policy (Policy) is to:

- (a) ensure that coherent, fair and responsible remuneration practices are observed; and
- (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.

2. Key concepts

2.1 Responsibility

The Remuneration and Nomination Committee (the Committee) is responsible, amongst other things, for reviewing and making recommendations to the Board in relation to the Company's Policy.

2.2 Remuneration composition

Remuneration may incorporate fixed (base and superannuation) and 'at risk' pay elements. The 'at risk' elements may include both short-term and long-term incentive plans, the elements of which may be cash, rights and / or options as well as other employee benefit programs.

2.3 Remuneration positioning

Remuneration will be positioned to reflect the demands and responsibilities of each position and align with local market conditions and legislative requirements.

2.4 Assessing remuneration

The Committee will make recommendations to the Board regarding the remuneration of executive directors, Key Management Personnel and Executive Committee members, having regard to various factors including performance and any recommendations made by the CEO, with advice and recommendations from the Head of Human Resources, compensation consultants and other advisors.

The CEO will provide the Committee with an overview of remuneration review processes and the analysis undertaken to ensure there is no gender or inappropriate bias.

3. Other matters

3.1 Amendment of Policy

This Policy can only be amended with the approval of the Board.

3.2 Adoption of Policy and Board review

This Policy was adopted by the Board on the date specified in the table in paragraph 4, and takes effect from that date and replaces any previous policy in this regard.

The Board will review this Policy periodically. The Company Secretary will communicate any amendments to employees as appropriate.

4. Document control

Version	Management Approval	Board Approval
1.0	Doc Klotz / 19 March 2015	26 March 2015
1.1	Doc Klotz / 18 July 2016	25 July 2016
1.2	Doc Klotz / 29 October 2018	1 November 2018
1.3	Julian Russell/ 12 December 2019	19 December 2019