



Prophecy

PROPHECY INTERNATIONAL HOLDINGS LIMITED

REMUNERATION COMMITTEE CHARTER

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INTRODUCTION

The Board of Directors (“Board”) of Prophecy International Holdings Limited (“Company”) has established a Remuneration Committee (“Committee”), with the specific power delegated as set out in this Charter in accordance with rule 22.1 of the Company’s Constitution. The Committee must exercise the powers delegated to it in accordance with any directions of the Board.

The role of the Committee is to do the following:

- To review and recommend remuneration of the chief executive officer, within the terms of the employment contract, to the board.
- To review the chief executive officer’s recommendations regarding remuneration for staff.
- To ensure staff remuneration is aligned with market trends.
- To monitor and review the chief executive officer’s performance and key performance indicators for the determination of the annual bonus components, as determined appropriate by the Board.
- To review and recommend any incentive plans or ex-gratia payments to Prophecy staff or to the chief executive officer.
- To review any employee grievance or staff complaints about remuneration.
- To ensure that Prophecy’s remuneration and incentive policies, practices and performance indicators are aligned to the board’s vision, values and overall business objectives and are appropriately designed to:
 - motivate the Prophecy staff and the chief executive officer to pursue the long term growth and success of the Company, and
 - demonstrate a clear relationship between the achievement of the Company objectives and the chief executive officer’s and the staff performance and remuneration.
- In discharging their responsibilities, the committee members have a duty to act in the best interests of the Company as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

MEMBERSHIP

The Committee will comprise two non-executive directors (and three where the board size enables this number), unless otherwise determined by the Board. It is intended that a majority of the directors will be independent directors.

In appointing directors to the Committee, the Board will have regard to the following:

- All members must be able to read and understand financial statements; and
- A majority of members must have an understanding of the industry in which the Company operates.

Any member may be removed at any time by a majority of the Board then in office. Any vacancy in the Committee occurring for any cause may be filled by a majority nominee of the Board then in office.

External consultants/advisors can serve on the committee in order to complement the technical abilities of existing members.

The Committee’s Chairman shall be designated by the Board and should not be the Chairman of the Board.

A member of the Committee may, with the approval of the Committee Chairman and at the Company's expense, attend seminars or training courses in respect to issues related to the functions and responsibilities of the Committee.

The Committee Secretary will be the Secretary of the Company.

MEETINGS

Holding of Meetings

- a. The Committee shall meet at least one time annually or more frequently as required.
- b. Any Committee member may, and the Company Secretary must on the request from a member, convene a meeting of the Committee within 7 business days.

Quorum

A majority of the members of the Committee, present in person or by using any technology, shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

Committee Papers

- a. The Committee Secretary will distribute in advance of a meeting of the Committee an agenda and any related papers to each member of the Committee and any other persons determined by the Committee.
- b. Where a person has a conflict of interest in a matter, the Committee Secretary will provide that person with notice of the matter but, unless the other members of the committee otherwise determine, will not provide that person with papers in relation to that matter.

The Committee has a right to access management and seek additional information and explanations where it considers it appropriate.

The Committee, may on the approval of the Chairman of the Board, instruct Management to engage independent professional advisors as required.

Committee Minutes

- a. The Committee Secretary shall prepare minutes of meetings and have them approved by the Committee Chairman.
- b. Minutes of meetings shall be confirmed at the next meeting of the Committee.
- c. All minutes will be entered into a minute book maintained by for that purpose and be available at all times for inspection by any director.

REMUNERATION

Remuneration of Committee members shall be as determined by the Board.

REPORTING TO THE BOARD

Minutes of each meeting will be submitted to the Board.

The Committee Chairman, or delegate, must report to the Board after each Committee meeting concerning the proceedings of the Committee.

All matters relevant to the Committee's role and responsibilities.

LIMITATIONS

The Committee's principal function is one of review, oversight and monitoring. Neither the Committee, nor any member of it has the duty to actively seek out activities occurring within the Company that are not compliant with the Group's policies and procedures, although they have a duty to act promptly if any such activity comes to their attention.

COMMITTEE REVIEW

The Committee shall review its performance periodically.

The Committee shall review and reassess the adequacy of this charter not less than every 2 years and submit any proposed revisions to the Board for consideration and approval.