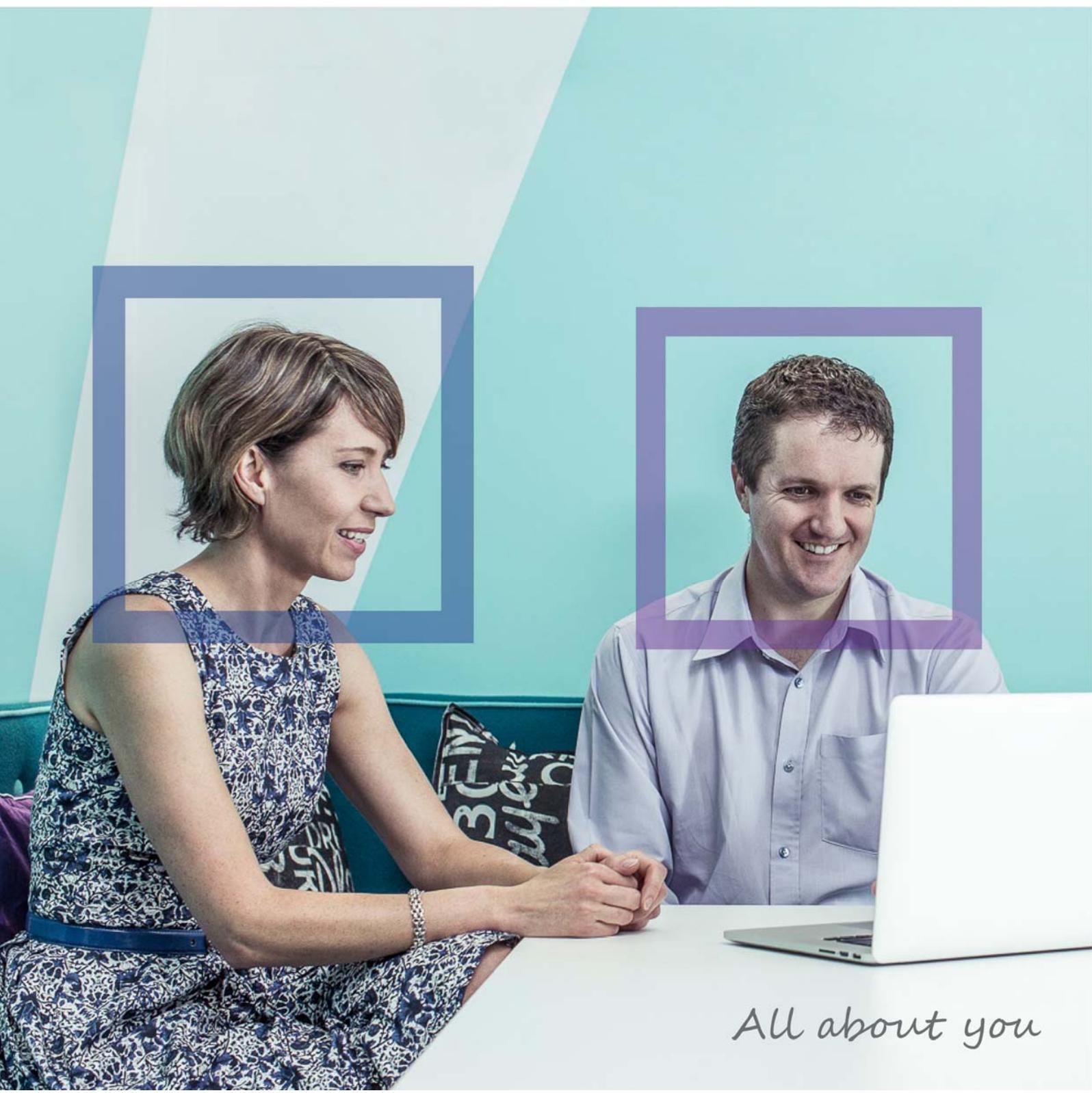


Remuneration Policy



Adopted by the Board on 23 May 2014

OneVue Holdings Limited, ACN 108 221 870



All about you

Contents

1. Overview	3
2. Application	3
3. Responsibility	3
4. Remuneration Principles	3
5. Review	3
6. Remuneration Structure	4
(a) For permanent employees	4
(b) For Non-executive directors	4
(c) Organisational Design	4
(d) Incentives	4
7. Position Descriptions	5
8. Contracts	5
(a) Non-executive directors	5
(b) All permanent staff	5
(c) Casual and Temporary staff	5
(d) Disclosure	5
9. Superannuation	6
10. Additional benefits	6
11. Termination Payments	6

1. Overview

OneVue is committed to ensuring staff are fairly and responsibly compensated with regards to

- the performance of the company
- the performance of the employee
- the general pay environment.

This Remuneration Policy provides guidelines for OneVue to attract, motivate and retain employees with the skills required to effectively manage the operations and growth of the company, at a competitive cost.

This policy provides for OneVue to reinforce a performance based culture and is supported by staff policies related to the recruitment, selection, remuneration and training of employees.

2. Application

This Remuneration Policy applies to all staff. Where sections do not apply to directors, executive, or contact and casual staff, this will be noted.

3. Responsibility

The Human Resources, Nomination and Remuneration Committee (HRRNC) is responsible for ensuring OneVue has an appropriate Remuneration Strategy which addresses retention, remuneration, incentives and is aligned to long term strategic objectives.

Head of Human Resources is responsible for ensuring that a remuneration framework (including policies, procedures, training, and controls) are in place. Head of Human Resources will provide market information and ensure that performance evaluations and job assessments are performed as required.

The Senior Executives are responsible for ensuring that the managers and team leaders operate within the Remuneration Policy and other associated Human Resources policies.

4. Remuneration Principles

To ensure that OneVue continues to attract, retain and motivate talented staff at a competitive cost, OneVue will

- Periodically align total fixed remuneration to the median rate of the relevant market, with consideration given to experience, qualifications, performance and other non-financial benefits.
- Ensure variable remuneration and non-financial benefits provide an incentive for performance aligned with the strategic objectives of the company.
- Periodically use reputable surveys or specialists to provide relevant data to enable OneVue to set remuneration at an appropriate level to attract and retain the requisite calibre of employees.

5. Review

Remuneration is reviewed on a single cycle which runs from 1 January to 31 December.

Performance reviews and salary reviews will be combined into a single review. There will be no automatic adjustments to individual review other than that required by law. Total Fixed Remuneration will be reviewed using market data to determine what, if any, adjustments need to be made to individual remuneration.

Any formal off cycle reviews can only be approved by the CEO, CFO and Head of HR

Conduct an annual review of all job families and structure to ensure remuneration is aligned with the market and strategy. A "job family" is a class of employees in like-jobs, for example the accounting job family.

6. Remuneration Structure

Total fixed remuneration (TFR) will be used as the method of citing and comparing employee remuneration.

(a) For permanent employees

TFR will consist of

- Fixed remuneration
- Superannuation contributions at the statutory level
- Tool of trade vehicle (if applicable)
- Value of any benefit that may be a result of previous employment practices
- Value of car park (if applicable)

TFR will not include

- value of training or education that is provided for employee
- mobile phones and laptops
- Any at risk component of remuneration
- the value of any income protection cover provided

(b) For Non-executive directors

Remuneration will consist of a fee (inclusive of superannuation) which is consistent with fees paid to directors of companies of a similar size in a similar environment. An additional fee will be paid to the Chair of the board. The Board will determine the amount, if any, of additional fees paid for Chairs of committees; members of committees; serving on subsidiary company boards. Directors may negotiate with the Chair and the CEO to be fairly remunerated for additional work required outside the usual requirements of a director.

(c) Organisational Design

Any new or changed positions will be referred to Human Resources for assessment and alignment with the market. Requests must be documented and supported by the line executive manager. Any positions that do not fall within the budget must be approved by the CEO, CFO and head of HR under the corporate delegations policy.

(d) Incentives

OneVue provides by long term and short term incentives for staff nominated as Key Persons. This scheme comprises fixed and variable components, and cash and equity-related benefits. This

scheme will be approved by the Board and will be aligned with meeting shareholder objectives; the outcomes of business operations; the risks associated with business operations; and the time necessary for the outcomes of those business operations to be reliably measured.

For any registrable superannuation entity licensee, the incentives must encourage behaviour that supports protecting the interests, and meeting the reasonable expectations, of beneficiaries; the long term financial soundness of the licensee, any of its superannuation funds or connected entities; and the risk management framework of the licensee. The Board may adjust incentive to zero if necessary to protect the licensee, any of its superannuation funds or connected entities; to respond to significant unexpected or unintended consequences that were not foreseen. Responsible persons of the licensee must not hedge their economic exposures to the resultant equity price risk before the equity-linked remuneration is fully vested and able to be sold for cash by the recipient and any breach of this requirement must be referred to the Committee for determination of action to be taken in respect of the person. The remuneration of risk and financial control personnel, including performance-based components if any, must not compromise the independence of these personnel in carrying out their functions.

Any bonus structure must be approved by the Board.

7. Position Descriptions

Position descriptions will be prepared for all permanent positions and will be reviewed as part of the annual performance assessment.

Any new position will have an approved position description prepared as part of the approval process.

8. Contracts

(a) Non-executive directors

Non-executive directors will enter into a contract setting out the terms and conditions of the engagement, the performance expectations for the role and the remuneration package for that director. The terms and conditions must be approved by the Chair.

(b) All permanent staff

- i. The CEO, executive and senior management employees and all other staff will enter into a contract with the company clearly setting out the terms and conditions for that employee. The contract will set out the expectations for the performance of the role and the key performance indicators, measures and criteria for assessment that will apply at that time.
- ii. The Committee must review all contracts for CEO and direct reports to the CEO.
- iii. Other permanent staff will be provided with a letter of contract.

(c) Casual and Temporary staff

Casuals and temporary staff will be provided with a letter of engagement unless the employment arrangement is with an agency.

(d) Disclosure

The Board will disclose the details of any contract in accordance with the law and the Communications and Continuous Disclosure policy.

9. Superannuation

OneVue will pay superannuation contributions at the statutory rate. Additional contributions (either pre or post tax) may be deducted from payroll at the request of the employee.

Superannuation contributions will be transferred to the superannuation fund in line with minimum statutory requirements currently paid at least quarterly.

All employees have choice of fund and OneVue does not have a default superannuation fund.

The statutory rate will be applied to all relevant salaries (ordinary time earnings) including bonuses, workers below the minimum number of hours, and salaries above the maximum contributions base.

10. Additional benefits

OneVue may from time to time provide additional benefits to employees. New benefits will be require approval by the Board if they are outside budget.

OneVue provides income protection insurance cover thorough a group policy owned by OneVue to some employees. Those relevant employee details are provided to the insurer on an annual basis or as required.

OneVue provides training for employees as required to ensure they are capable of fulfilling their job requirements as well as preparing for succession roles, as applicable.

OneVue will support approved education of employees where it is relevant to their role (refer education policy).

11. Termination Payments

Termination payments will be determined by the terms and conditions set out in employment agreements and those contained in various industrial instruments.



All about you