

HUMAN RESOURCES AND REMUNERATION CHARTER

This Charter outlines the role of the proposed **Human Resources and Remuneration Committee** to be established by the Board of qutbluebox Pty Ltd (**'bluebox'**).

MEMBERSHIP

1. Membership will consist of at least two (2) directors, one of who will be the Chairman of the Committee.
2. The **bluebox** Board will review membership annually at the start of each year or following the termination or resignation of a member. Members should be rotated on a staggered basis to facilitate input of new ideas, while still retaining a degree of continuity.

ROLE OF THE COMMITTEE

3. The committee's roles will include:
 - 3.1 reviewing the performance measurement arrangements for Directors, CEO and senior staff and for making recommendations to the **bluebox** Board on their remuneration packages;
 - 3.2 reviewing and making recommendations for the annual Short Term Incentive Plan for **bluebox** staff;
 - 3.3 considering succession planning arrangements for the position of CEO and senior staff;
 - 3.4 conduct selection process of CEO and make recommendations to the Board for appointment;
 - 3.5 reviewing the details of Directors' and Officers' Insurance, the Deed of Indemnity arrangements, and the professional development arrangements for Directors, the CEO, and senior staff.

RESPONSIBILITIES

4. The responsibilities of the Committee will be to:
 - 4.1 review annually the policy for the remuneration of the CEO;
 - 4.2 review annually the basis of calculation of the annual Short Term Incentive Plan;
 - 4.3 review annually the process of the evaluation of Board and Directors' performance;
 - 4.4 review annually and make recommendations on directors' fees;
 - 4.5 consider annually at appropriate intervals, the issue of succession of the Directors, the CEO and senior staff;
 - 4.6 review annually the details of Directors' and Officers' Insurance, and the Deed of Indemnity arrangements for Directors and Officers;
 - 4.7 review annually programs for professional development for Directors, the CEO, and senior staff;
 - 4.8 consider from time to time other matters referred to it by the **bluebox** Board.

COMMITTEE AUTHORITY

5. The Committee is authorised by the **bluebox** Board to investigate any activity that is covered by the terms of this Charter. It is authorised to seek any information it reasonably requires from any **bluebox** employee and all employees are required to cooperate with any lawful request made by the Committee.
6. The Committee may obtain outside legal or other independent professional advice after consultation with the Chairman of the **bluebox** Board.
7. The Committee will make recommendations to the **bluebox** Board on matters covered by this Charter.

OTHER ATTENDEES AT COMMITTEE MEETINGS

8. The CEO and other **bluebox** senior staff may be required to attend Committee meetings on a regular basis or as requested from time to time by the Committee.

COMMITTEE MEETINGS

9. The Committee Chairman will convene meetings at least once per year.
10. The Company Secretary will act as Committee Secretary and will be responsible for preparation and circulation of meeting agendas in conjunction with the CEO, and the preparation and distribution of formal minutes of proceedings and recommendations. Agendas will be prepared following input from Committee members and the CEO, and after confirmation by the Committee Chairman, will be distributed at least five (5) working days prior to each meeting. Minutes will be distributed to Committee members as soon as possible after the meeting, and must be confirmed as an accurate record of the meeting at the next subsequent meeting of the Committee.

CODE OF CONDUCT

11. Members of the Committee will abide by the Code of Conduct of the Board of **bluebox** Pty Limited.

REPORTING PROCEDURES

12. The Committee Chairman will report the findings and recommendations of the Committee at the next subsequent **bluebox** Board meeting, and a copy of the report will be provided to each Board member. Alternatively, the report of recommendations to the Board may be circulated prior to the next Board meeting by a Circular Resolution.

EVALUATION OF COMMITTEE ACTIVITIES

13. At the beginning of each new calendar year, the **bluebox** Board will review the Committee Charter, assess the performance of the Committee, and implement any changes deemed necessary to enhance its function.