



MEDADVISOR LIMITED

CORPORATE GOVERNANCE - REMUNERATION POLICY

Overview

In determining competitive remuneration rates, the Board seeks independent advice on local and international trends among comparative companies and industry generally. It examines terms and conditions for employee incentive schemes, benefit plans and share plans. Independent advice should be obtained to confirm that executive remuneration is in line with market practice and is reasonable in the context of Australian executive reward practices. Details of the nature and amount of emoluments of each Director of the Company are disclosed annually in the Company's Annual Report.

Performance Based Remuneration

The Board recognises that the Company operates in a global environment. To prosper in this environment, the Company must attract, motivate and retain key executive staff. The principles supporting our remuneration policy are that:

- Reward reflects the competitive global market in which we operate.
- Individual reward is based on performance across a range of indicators that apply to delivering results across the company.
- Rewards to executives are linked to creating value for shareholders.
- Executives are rewarded for both financial and non-financial performance.
- Remuneration arrangements are equitable and facilitate the deployment of senior management across the company.
- Senior managers receive a significant component of their reward in equity and are required to retain that holding over time.

Executive and Non-Executive Directors are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements. Currently there are no performance based or equity based remuneration schemes. Any future performance based or equity based remuneration for Non-Executive Directors would have objectives that are set so the objectivity of the decision making of the Non-Executive Directors would not be compromised and would be cancelled upon termination of employment.

Market Comparisons

Consistent with attracting and retaining talented executives, the Board endorses the use of incentive and bonus payments. The Board continues to seek external advice to ensure reasonableness in remuneration scale and structure, and to compare the Company's position with the external market. The impact and high cost of replacing senior employees



and the competition for talented executives requires the committee to reward key employees when they deliver consistently high performance.

Board Remuneration

Non-Executive Directors are to be paid their fees out of the maximum aggregate amount approved by shareholders for the remuneration of Non-Executive Directors. Managing Director remuneration is set by the Board with the Executive Director in question not present. Shareholders approve the maximum aggregate remuneration for Non-Executive Directors. The Board determines actual payments to Directors and reviews their remuneration annually, based on independent external advice with regard to market practice, relativities, and the duties and accountabilities of Directors. A review of Directors' remuneration is conducted annually to benchmark overall remuneration including retirement benefits.

Termination Payments

Termination payments for Executives are clearly defined in the Executive's agreement. Non-Executive Directors do not receive termination payments.

Review

This Policy will be formally reviewed by the Board every year or when certain milestones of the Company are approaching.