1. *Purpose*

This document defines defines Genetic Technologies Limited's (GTG or the Company) Charter for the Remuneration Committee.

The Remuneration Committee (the Committee) is a committee of the Board of Directors (the Board) of the Company, and is subject to the control and direction of the Board.

The Board recognises that the Company should pay director remuneration sufficient to attract and retain high quality Directors and design its executive remuneration to attract, motivate and retain high quality senior Executives and to align their interests with the creation of value for security holders.

This Charter outlines the manner in which Non-Executive Director fees and Executive Directors' and Executives' salaries are determined, structured and reviewed.

In particular, the Committee is to undertake the functions of remuneration committee as set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Principles).

2. *Scope*

This Charter covers the performance of the Remuneration Committee and all matters in relation to overall remuneration policy and matters as outlined in Sections 7 and 8.

3. *Responsibilities*

The Board and its Directors has overall responsibility for the evaluation of the Remuneration Committee and its members.

The Committee is entitled to receive certain information and to request management to conduct certain investigations and carry out certain projects. On the basis of the information it receives, the Committee makes recommendations to the Board.

4. *References*

GTG shall comply with all applicable laws and regulations in executing under this charter, including:

- Corporations Act 2001
- ASX Corporate Governance Guidelines
- ASX Listing Rules

5. *Definitions*

ASX: Australian Securities Exchange

CHA: Charter

GTG: GTG Technologies Limited

Quorum: No less than two Committee Members

6. Committee Structure and Composition

6.1. Membership and Term

The membership of the Committee shall consist of a minimum of 3 members, the majority to be non-executive independent directors.

Appointment to the Committee shall be ongoing, or as determined by the Board.

The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the Board.

6.2. Quorum

A quorum shall be no less than two (2) members, with at least one member being an independent Director.

6.3. Chairman

The Chairman of the Committee shall be an independent as appointed by the Board. Should the Chair be absent from a meeting, the members of the Committee present shall choose one of the other members to Chair that particular meeting.

6.4. Secretary

The Company Secretary, or such other person that the Board may nominate, will act as Secretary to the Committee and advise on governance matters.

7. Role

The Committee provides advice, support and recommendations to the Board on remuneration policies for GTG in accordance with the Company's Remuneration Policy.

The Committee also makes recommendations to the Board on remuneration strategies and practices for the Board, the Chief Executive Officer and the Executives, in accordance with the Company's Remuneration Policy.

The Committee's recommendations are based on the guiding principles that:

- remuneration must reflect the market in which the Company operates;
- key performance indicators will apply to deliver results to the Company;
- remuneration is to be linked to the creation of value to shareholders; and
- remuneration is to reward both financial and non-financial performance.

The Committee has no executive powers with regard to its recommendations.

8. Responsibilities – Remuneration

The Committee is responsible for:

8.1. Remuneration Policy

The Committee will review and make recommendations to the Board in relation to any remuneration policy or any other policy relating to the following:

(a) remuneration of Directors;
(b) Executive remuneration including fixed and variable components with both a short term and long-term focus;
(c) succession planning for the Board and Executive positions;
(d) incentive schemes and related performance target and bonus strategies;
(e) employee equity-based remuneration practices;
(f) recruitment, retention and termination policies for Executives;
(g) superannuation arrangements;
(h) personnel practices; and
(i) industrial relation strategies.

The Committee must at all times have regard to, and notify the Board as appropriate of, all legal and regulatory requirements, including any shareholder approvals which are necessary to obtain.

The Committee's objectives in determining the remuneration and incentive framework are to:

(a) ensure remuneration structures are equitable and aligned with both the Company's long-term interests and those of its shareholders;

(b) encourage Directors and Executives to align their interests with those of shareholders;

(c) attract and retain skilled Executives;

(d) structure short- and long-term incentives that are challenging and linked to the creation of sustainable shareholder returns;

(e) align individual and team reward with business performance in both the short term and long term;

(f) ensure a formal, rigorous and transparent process for developing its remuneration policy is established;

(g) encourage Executives to perform to their fullest capacity;

(h) be business focused and flexible;

(i) be competitive and cost effective in each relevant employment market;

(j) be internally consistent; and

(k) ensure any termination benefits are justified and appropriate.

The Committee is also responsible for reviewing and recommending to the Board:

a) the desirable competencies of Board members in line with the Company's board skills matrix, which sets out the skills and diversity that the Board currently has and seeks to achieve in its membership; and

b) develop succession plans for the Board and oversee the development of succession planning in relation to senior management.

8.2. Remuneration for Non-Executive Directors

The Committee makes recommendations to the Board annually on the remuneration of Non-Executive Directors, taking into account:

(a) competitive market practices and trends;

(b) the level of complexity of the Company's business;

(c) monitoring compliance with the non-executive director remuneration pool as established by the Constitution, or as subsequently amended by shareholders and recommending contractual terms and participation in any short or long-term incentive plans; and

(d) the accountability and commitments required of each Non-Executive Director.

The Board's focus is on long-term strategic direction and overall performance of the Company. As a consequence, Non-Executive Director remuneration is not directly related to short term results, instead it is related to long-term performance.

The remuneration of Non-Executive Directors is structured separately from that of Executive Directors and Executives.

Non-Executive Directors:

(a) receive a cash fee for service;

(b) may participate in share-based incentive schemes (appropriately structured) from time to time; and

(c) are not entitled to retain a retirement benefit beyond the statutory superannuation obligations.

The Committee may seek independent advice in relation to the remuneration of Non- Executive Directors and may make recommendations to members in relation to any total fee increase.

8.3. Remuneration for Executive Directors, Chief Executive Officer and Executives

The Committee makes annual recommendations to the Board on the remuneration of Executive Directors, Chief Executive Officer and the Executive team – the latter based on the recommendations of the Chief Executive Officer. The Committee's review considers individual performance, comparative remuneration in the market and where appropriate, external advice.

Recommendations relate to contractual terms, annual remuneration, any incentive scheme participation, equity-based remuneration, superannuation arrangements and other employee provisions.

Annual individual performance is measured against criteria agreed each year with each Executive Director and Executive and is predominately based on operational outcomes which the Board would expect to translate into Company profits and shareholder value. Bonuses and incentives are usually linked to predetermined performance criteria.

Where a performance-based component forms part of an Executive Director's or Executive's remuneration package it may consist of cash and options for outcomes-based events. With respect to the cash component, the KPI's are set annually with a certain level of consultation. The measures are specifically tailored to the areas each Executive Director and Executive is involved in and has a level of control over and are mainly related to production targets that will influence profit and revenue.

Performance in relation to the KPI's is assessed annually with bonuses being awarded depending on the level of achievement against each KPI. Following the assessment, the KPI's are reviewed by the Committee in light of desired and actual outcomes and their efficiency assessed in relation to the Company's goals and shareholder returns, before the KPI's are set for the following year. The Committee works with the Chief Executive Officer to determine the appropriate level and structure of remuneration of the Executive team based on the guiding principle that Executive Director and Executive remuneration is to be set at levels and structured to attract, motivate, reward and retain good performers to drive the business effectively.

A member may be present for discussions at a Committee meeting on, or vote on a matter regarding, their own election, re-election, removal, remuneration or a specific remuneration policy that affects them. However, a member who is a non-executive director may be present and vote in relation to the remuneration of all non-executive directors.

The Committee will review and recommend to the Board matters relating to employee remuneration to ensure alignment with market trends, and consistency with the Company's Diversity Policy to ensure that there is no inappropriate bias in the remuneration of senior executives and other employees.

8.4. Employee incentive plans and equity-based remuneration

For any incentive schemes or equity-based plans which are adopted, the Committee is responsible for:

(a) reviewing and making recommendations to the Board with respect to their terms (including eligibility criteria and any performance hurdles for equity-based plans). In making those recommendations the Committee will have regard to the Remuneration Policy and to the total cost of each plan;
(b) reviewing and making recommendations to the Board, within the parameters of the plan, any amendments to the terms of existing plans;
(c) reviewing and approving the terms of any trust deed applying in relation to the plans and of any amendment to any such trust deed, including authorising the execution of any such trust deed or amending deed on behalf of the Company;
(d) overseeing their administration including, but not limited to, determining disputes and resolving questions of fact or interpretation;

(e) considering whether shareholder approval is required for the schemes or plans and for any changes to them and making recommendations to the Board thereon; and

(f) ensuring that payments and awards of equity are made in accordance with their terms and any shareholder approval.

In particular, the Committee will:

(a) recommend to the Board for approval (within the scope approved by shareholders if relevant) the rules of all incentive plans (including the delegation of powers, as appropriate, to management to operate those plans);

(b) keep all plans under review in the light of legislative, regulatory and market developments;

(c) for each plan, determine each year whether awards will be made under that plan including the allotment and issue of shares and/or the approval of the acquisition of GTG shares for the purpose of any equity plan;

(d) review and recommend to the Board for approval the total proposed awards under each plan;

(e) recommend to the Board awards under each plan to the Executive Directors and Chief Executive Officer;

(f) review and recommend to the Board for approval the proposed awards under each plan (as recommended by the Chief Executive Officer) to the Executives and to other management as appropriate;

(g) review and recommend to the Board how its discretions, if any, in the rules of each equity plan should be exercised; and

(h) constantly keep under review the performance targets to be used and the performance of each incentive plan.

In the event of serious misconduct or if the results on which any STI or LTI type reward was based are subsequently found by the Board to have been the subject of deliberate management misstatement, the Board may require repayment of the relevant STI and LTI, in addition to any other disciplinary actions.

8.5. Disclosure of Remuneration and the Remuneration Report

The Committee shall:

(a) provide the Board with an overview in relation to the disclosure of remuneration in the financial statements of the Company;

(b) oversee the disclosures made on remuneration;

(c) approve the annual Remuneration Report and make recommendations to the Board with regard to the inclusion of the annual Remuneration Report in GTG's Annual Financial Report, including the approval of any statement on GTG's remuneration policy and Executive compensation disclosures;

that may be:

(d) required by any Listing Rule, legislation, regulatory body or other regulatory requirement; or

(e) proposed for inclusion in the Directors' Report (including the Remuneration Report) as included in GTG's Annual Financial Report.

9. Committee Meeting and Process

9.1. Frequency of Meetings

The Committee shall meet often enough to undertake its role effectively, but not less than two (2) times per calendar year. Special Meetings may be convened as required.

The Chair will be required to call a Meeting of the Committee if requested to do so by the Board, the Chief Executive Officer or a Committee member.

9.2. Voting

Matters arising for determination of Committee meetings shall be decided by a majority of votes of members present.

In the case of equality of votes, the Chair of the Committee, in addition to his deliberative vote, has the casting vote.

9.3. Notice

A notice of each Meeting confirming the date, time, venue and agenda shall be distributed to each member of the Committee, and copied to each other Director, within a reasonable period in advance of each Meeting.

9.4. Annual Program

The Committee shall develop and agree an annual program.

9.5. Minutes

The Committee will maintain adequate minutes of all its Meetings and the minutes are to be included in the papers of the next full Board Meeting after each Committee Meeting.

At each Committee Meeting, Committee members will be given copies and confirm the minutes of the previous Meeting.

9.6. Committee Members' Interests

A member of the Committee who is an executive director is not entitled to participate in the determination of their own remuneration.

9.7. Access

In carrying out its responsibilities, the Committee:

a) will have access to the company records and any other document, report, material or information in the possession of an employee or external advisor of the Company, as reasonably necessary to perform its functions; and

b) may invite an employee or any other person to attend a meeting of the Committee, including without management present for the purposes of seeking explanations and additional information from a person.

The Committee may seek the advice of independent advisers on any matter relating to the powers, duties or responsibilities of the Committee.

The Committee may initiate special investigations as it sees fit, or as directed by the Board, in relation to matters set out in this Charter.

10. Committee Performance Evaluation

- The Committee will review its performance and composition at least annually to determine whether it is functioning effectively by reference to current best practice.
- The performance evaluation will have regard to the extent to which the Committee has met its responsibilities under this Charter.
- The Committee evaluation will be presented to the Board

11. Disclosure

- The Board will make appropriate disclosure to shareholders in GTG's Annual Financial Report of the key aspects of this Charter, including
  - i. the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives, and as otherwise required by law;
  - ii. the members of the Committee;
  - iii. in relation to each reporting period, the number of times the Committee met throughout the period, and the individual attendances of the members at those meetings.

- This Charter is publicly available on the Company's website and may be accessed within the "Investor Information" section.

12. Appendices

N/A

13. Review of Charter

- The Committee will review the contents and the continuing adequacy of this Charter at least every two years and make recommendations to the Board as to any changes it considers should be made.
- The Charter may be amended by resolution of the Board.

END DOCUMENT