



Remuneration Committee Charter

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1. *Purpose*

This document defines the Company's Charter for the Remuneration Committee.

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 Section 6.10.

3. *Responsibilities*

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

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
- NASDAQ Marketplace Rules
- Sarbanes-Oxley Act of 2002

5. *Definitions*

ASX: Australian Securities Exchange
CHA: Charter
GTG: Genetic Technologies Limited
NASDAQ: National Association of Securities Dealers Automated Quotation
Quorum: No less than two Committee Members

6. *Charter*

6.1. Introduction

The Remuneration Committee (the "Committee") is a committee of the Board of Directors (the "Board") of Genetic Technologies Limited (the "Company") and is subject to the control and direction of the Board.



6.2. Membership and Term

The membership of the Committee shall consist of a minimum of 3 members, the majority to be non-executive independent directors. Provided it is permissible by the ASX Listing Rules, executive directors shall be entitled to be members of the Committee.

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

The effect of ceasing to be a Board member is the automatic termination of the appointment as a member of the Committee.

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.

6.3. Quorum

Two members shall constitute a quorum for meetings of the Committee.

6.4. Chairman

The Chairman of the Committee shall be an independent non-executive director 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.

6.5. Secretary

As required, the Committee shall call upon the Company Secretary to attend to Committee secretarial duties.

6.6. Frequency of Meetings

The Committee shall meet as required and the Chairman will call a meeting of the Committee if so requested by any member of the Committee.

6.7. 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.

6.8. 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.



6.9. Access

The Committee shall have direct access to Company officers and internal or external advisers. The Committee has the authority to seek whatever independent, professional or other advice it requires in order to assist it in meeting its responsibilities.

6.10. Functions and Responsibilities

The Remuneration Committee's primary role is to review and make recommendations to the Board on the following matters:

- The Company's overall remuneration policies and strategies;
- Senior executive remuneration structures (including share plan, share options and other benefits) and service contracts (noting that the remuneration of the senior executives reporting directly to the Managing Director/ Chief Executive Officer to be approved by the Committee and ratified by the Board);
- Remuneration and incentive schemes for executive directors;
- Senior executive induction and succession planning;
- The Company's superannuation arrangements;
- Non-executive director's remuneration levels; and
- The Company's recruitment, retention and termination policies and procedures for senior executives.

7. Appendices

N/A

END DOCUMENT