

## Remuneration Committee Charter

The main responsibilities of the Remuneration Committee are to:

- Advise the Board on remuneration policies and procedures.
- Make recommendations on remuneration packages and other terms of employment for senior management executive directors and non-executive directors.
- Advise the Board on any director related transactions to ensure compliance with all relevant regulations.

### Powers

The IDT Remuneration Committee has the ability to direct any special investigations deemed necessary and to consult independent experts where considered necessary to carry out its duties. Costs of such investigations are borne by IDT.

### Duties

The following duties are structured in accordance with the Remuneration Committee purposes:

- (a) To make recommendations to the Board for policies for compensation appropriate to IDT including employee and executive option and share plans.
- (b) To recommend remuneration packages that are able to attract and retain executives that are capable of managing the company.
- (c) Recommend to the Board appropriate remuneration packages for non executive directors.
- (d) Review and recommend measures that will ensure compliance with the Corporations Law for all transactions between IDT and directors or any director related parties.
- (e) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the remuneration of executives and non executive directors.

### Meetings

The IDT Remuneration Committee will meet at least two times annually, and more frequently if it deems necessary.