

VOCUS COMMUNICATIONS LIMITED

ABN 96 084 115 499

**SUMMARY OF PROCES FOR PERFORMANCE EVALUATION OF
KEY EXECUTIVES, DIRECTORS AND THE BOARD**

This document sets out a summary of the process for evaluating the performance of key senior executives of the Company (**Key Executives**), the directors of the Company (**Directors**) and the board of directors of the Company (**Board**).

1. EVALUATION OF KEY EXECUTIVES

The Company's human resources division will conduct annual performance appraisals for all Senior Executive, involving:

- (a) An assessment of the success and value of development action taken over the preceding period;
- (b) An assessment in relation to major goals and objectives previously agreed upon;
- (c) An agreement on a personal development program for the prospective period; and
- (d) An agreement on goals and objectives for the prospective period.

2. EVALUATION OF INDIVIDUAL DIRECTORS AND THE BOARD

- 2.1 The process of evaluating the performance of the Board is undertaken by the Board at the direction of the Chairman.
- 2.2 The evaluation of Board performance involves:
 - (a) agreement on review periods, no less than twelve (12) months;
 - (b) at the outset of each review period, discussion of objectives to be achieved and agreement on key performance indicators by which the Board will be assessed during that review period;

- (c) at the end of a review period, assessment by the Board regarding the extent to which objectives and key performance indicators were achieved by the Board.

2.3 The evaluation of performance of individual Directors involves:

- (a) agreement on review periods by the Board, no less than twelve (12) months;
- (b) at the outset of each review period, the Board as a whole discussing key performance indicators by which individual Directors will be assessed during that review period; and
- (c) interviews between individual Directors and the Chairman.