

VOCUS GROUP LIMITED

NOMINATION COMMITTEE CHARTER

adopted by the board on 26 February 2016

1. ROLE AND RESPONSIBILITIES

The nomination committee assists the board by ensuring that Vocus has an efficient, independent mechanism for selection and appointment practices. The role of the committee is primarily to assist the Board in the effective discharge of its responsibility to ensure that it:

- is of an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- has adequate plans for the succession of its members, including the Chief Executive Officer; and
- review of management succession planning in Vocus generally, but paying specific attention in respect of succession planning for the CEO and senior management;
- consideration of recommendations for appointment and removal of senior management and other employees to or from the senior management team; and
- has appropriate selection criteria and processes for the identification of a diverse range of suitable candidates to become members of the Board as may be expressed as “the Board Selection Policy” from time to time.

2. AUTHORITY

The Committee is established by, and reports to the Board. The Committee’s functions and powers are as set out in this Charter or otherwise delegated to it by the Board in accordance with the Company’s Constitution.

3. POWERS

In fulfilling its duties, any committee member may:

- at the cost of the company obtain independent professional advice to assist in the proper exercise of its powers
- request the assistance of any employee, board member or external adviser of the company
- any other thing or action reasonably necessary to enable the committee to fulfill its duties

For the avoidance of doubt, the Committee’s role is to review and make recommendations to the Board. It has no executive power or management function, nor does it have the power to enter into transactions of behalf of the company, or bind the company in any other way or form.

4. COMPOSITION

The nomination committee will consist of two members of the board, both of whom must be independent directors. The chair of the board will be the chairperson of the nomination committee.

5. MEETINGS

- The nomination committee will meet as frequently as is required to fulfill its duties.
- A quorum will be two members.
- All nomination committee members are expected to attend each meeting in person or through other approved means such as teleconferencing or video conferencing.
- The notice and agenda of a meeting will include relevant supporting papers.
- The nomination committee may invite other people to attend as it sees fit and consult with other people or seek any information it considers necessary to fulfil its responsibilities.

6. VOTING

Any matters requiring decision will be decided by a majority or votes of members present.

7. CONFLICTS OF INTEREST

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from committee discussions on the issue where a conflict exists.

8. SECRETARIAT DUTIES

The company secretary (or his or her delegate) will act as secretary to the nomination committee. The secretary will assist the chair to develop and distribute agendas, papers, minutes and calendar.

9. MINUTES

Minutes must be prepared, approved by the chair and circulated to the members within two weeks of a meeting. The minutes must be ratified by the members present at the meeting and signed by the chair.

10. REPORTING TO THE BOARD

The chair of the nomination committee is to report to the board following each committee meeting. The manner of reporting may be by distribution of a copy of the minutes supplemented by other necessary information, including recommendations requiring board action and/or approval. The chair must organise the supply of information regarding the nomination committee, which will be included in the company's annual report.

11. REVIEWS

The nomination committee must review its performance on an annual basis. The review may be conducted as a self assessment and will be coordinated by the chair. The assessment may seek input from any person. Training needs will be monitored by the chair.

The nomination committee must review this charter annually to ensure that it remains consistent with the board's objectives and responsibilities. The board approves or further reviews the charter.

Appendix

Responsibilities of the nomination committee

The nomination committee's primary responsibility is to review and make recommendations to the Board on the composition, diversity, size and commitment of the Board, to ensure that the Board:

- operates in such a way that the duties of the directors are likely to be efficiently discharged;
- adds value to the company;
- has a variety of relevant perspectives and skills and a good understanding of the current and emerging issues of the business;
- can effectively review and challenge the performance of management and exercise independent judgment; and
- has the necessary competencies, expertise and experience to enable it to discharge its mandate effectively.

Board composition and performance

This includes:

- assessing the necessary and desirable competencies of board members;
- evaluating the range of skills, experience and expertise on the board and identifying any additional skills, experience and expertise that may be desirable to supplement the current Board prior to making any recommendation for an appointment;
- identifying the steps to be taken to ensure a diverse range of candidates are considered in selecting new directors and the factors to be taken into account in the selection process;
- identifying individuals qualified to become board members (noting that past or present partners of the firm then engaged as the Group's external auditor are not to be appointed to the Board), following an assessment of their skills, experience, expertise and likely level of commitment, and recommending them to the Board;
- developing and implementing succession plans and plans for enhancing director competencies;
- establishing induction programs and processes;
- establishing principles for ongoing training and education programs for Board members to ensure non-executive directors have adequate information regarding operations of the business, the relevant industries and their legal and regulatory responsibilities and duties;
- monitoring factors which have affected, or may be seen to have affected, the independence of independent directors; and
- reviewing the performance of the board, board committees and individual directors.

Appointment of Directors

The Committee will:

- inform the Board of the names of non-executive Directors who are retiring in accordance with the provisions of the Constitution;
- review the retiring non-executive Director's performance during the period in which the non-executive Director has been a member of the Board, by whatever means it considers appropriate. A member of the committee will not participate in the review of his or her own performance;
- recommend to the Board whether the Board should support the re-election of that retiring non-executive

Director; and

- ensure that any notice of meeting containing a resolution for the election of a non-executive director is appropriately framed and includes information that investors might reasonably need in order to make an informed decision about the relevant candidates.

Terms & Conditions of appointment of Directors and CEO

The Committee will recommend for approval of the board a letter of appointment (containing the terms and conditions of the appointment) and relevant documentation for proposed non-executive directors and the chief executive officer.

Performance Assessment

The committee will:

- ensure that there are processes in place to provide regular assessment and reporting of the performance of the board, its committees, individual directors and the CEO;
- discuss the outcome of each review with the individual director (in the case of individual performance) and the Board (in the case of the Board and its committees generally), after the conclusion of the review;
- recommend to the Board appropriate strategies regarding any non-executive director considered not to be carrying out his/her duties in accordance with the required performance criteria for the role;
- review the performance of the chief executive officer against agreed annual key performance objectives and consistent with the company's Individual performance management program;
- recommend to the Board the removal of a chief executive officer considered not to be carrying out his or her duties in accordance with the required performance criteria for the role.

Diversity

- The committee must report annually on:
 - number of women employees in the whole organisation;
 - number of women in senior executive positions;
 - number of women on the board.
- The committee should consider in the context of the economic group controlled by the company, how best to report to achieve an accurate and not misleading impression of the relative participation of women and men in the workplace and the roles in which they are employed. For instance, whether a full-time equivalent measure is appropriate in all or some circumstances as opposed to clear categorisation of full-time, part time and contracted services, and whether the participation is in a leadership, management, professional specialty or supporting role, or by relative participation of men and women at different remuneration bands.
- The committee must disclose in each annual report the results of the Nomination Committee's report on diversity.

In making its recommendations, the committee will provide the board with a statement of rationale and strategy behind its nominations and other recommendations.

Corporate governance

Assist the board to ensure appropriate corporate governance is in place.

Other responsibilities

- Perform other activates related to this charter as requested by the board.
- Institute and oversee special investigations as needed.
- Review and assess the adequacy of this charter annually, requesting board approval for changes and ensure appropriate disclosure as required by law or regulation.
- Confirm annually that all responsibilities outlined in this charter have been carried out.
- Evaluate the nomination committee's and individual members' performance regularly.