

VOCUS GROUP LIMITED

REMUNERATION COMMITTEE CHARTER

adopted by the board on 25 February 2016

1. ROLE AND RESPONSIBILITIES

The remuneration committee assists the board by ensuring the remuneration within the company, is appropriately designed to enhance corporate and individual performance whilst also meeting the needs of the company as a whole. The remuneration committee's role is to ensure the level of remuneration strikes an appropriate balance between attracting, retaining and rewarding senior managers and directors and Vocus' interests and shareholder expectations in avoiding excessive remunerations, by:

- making recommendations to the board on all aspects of remuneration at all levels within the company;
- facilitate accountability by the board and executives to Vocus' shareholders and other stakeholders as relevant to remuneration practices; and
- ensure the Committee has access to sufficient internal and external resources to perform its roles, responsibilities and functions.

2. AUTHORITY

The board authorises the remuneration committee, through the chair, to:

- appoint, compensate and oversee the work of any external remuneration advisor engaged by the company
- pre-approve all remuneration advisory services
- retain independent counsel, accountants or others to advise the remuneration committee
- seek any information it requires from employees, who are directed to co-operate with the remuneration committee's requests, or from external parties

3. POWERS

In fulfilling its duties, any committee member may:

- access any document, report, material or information in the possession of the company, an employee or external adviser of the company which is required to fulfil its duties;
- at the cost of the company and in accordance with clause 10 of the board charter, obtain independent professional advice to assist in the proper exercise of its powers;
- as necessary, request the assistance of any employee, director or external adviser of the company;
- as necessary, consult with any employee, director or external adviser of the company regarding their remuneration package, but shall not allow such persons to be directly involved in determining their remuneration; and
- any other thing or action reasonably necessary to enable the committee to fulfil its duties.

The committee must exercise the powers delegated to it in accordance with this charter, the Constitution of the company and the directions of the board. To the extent of any inconsistency, the charter shall apply.

The powers of the committee shall be reviewed regularly to ensure its powers and activities meet the needs of the board, comply with corporate governance requirements and reflect changes in the company.

For the avoidance of doubt, the committee does not 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 remuneration committee will consist of at least three members of the board, the majority of whom must be independent directors. The chairman of the committee must be a committee member who is an independent director and who is not the chairman of the board.

The remuneration committee should consist of directors with experience and understanding of the current and future needs of the company as they pertain to remuneration, employee engagement, applicable policies, published guidelines and principles.

The committee members shall be appointed and removed by ordinary resolution of the board. Members of the committee may withdraw from membership by written notice to the board. At all times, the size and independence of the committee must be such as to enable the committee to discharge its mandate transparently and effectively.

5. INVITEES

Other persons may only attend meetings of the remuneration committee by invitation.

Persons who may usually be invited are:

- the chief executive officer
- the company secretary
- HR group executive / head of HR

6. MEETINGS

- The remuneration committee will meet at least three times in each financial year, or as frequently as is required to fulfill its duties.
- A quorum will be two (2) members. In the chair's absence from a meeting, the members present will select a chair for that particular meeting.
- All remuneration 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 remuneration 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.
- The involvement of any of the invitees listed above is to be limited to responding to questions and receiving information from the committee. Such invitees are not to participate in any decisions relating to the remuneration of the directors or senior managers.

7. VOTING

Any matters requiring decision will be decided by a majority or votes of members present. Each member has one vote.

8. 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.

9. SECRETARIAT DUTIES

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

10. 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.

11. REPORTING TO THE BOARD

The chair of the remuneration 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 remuneration committee, which will be included in the company's annual report.

12. REVIEWS

The remuneration 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 remuneration 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 remuneration committee

The remuneration committee has the following responsibilities:

Remuneration policy and practices

- develop, implement and maintain a policy setting out the remuneration principles for various levels within the Company. The remuneration policy will provide an appropriate framework for determining remuneration packages at all levels within the Company.
- without limiting the matters to which the committee may have regard in designing remuneration policies, the committee must consider the need to:
 - Motivate senior management to pursue the long term growth and success of Vocus through appropriate long term incentives and performance rights;
 - Motivate senior management to generate short term wealth for Vocus' shareholders, through appropriate short term incentives;
 - Demonstrate a clear, cogent relationship between performance and remuneration;
 - Take all reasonable steps to avoid or minimise the involvement of executive directors in designing the remuneration policies for the directors and senior management; and
 - Ensure that no person is involved in deciding their own remuneration.
- approve all remuneration packages of directors, executives and senior management in compliance with the remuneration policy, constitution and company objectives, in the context of the company's desire to attract and retain a high quality board and senior management, so as to maximise the ultimate benefits to the company and its shareholders;
- approve any amendment to the remuneration packages referred to above;
- approve any termination payments to be made to directors, executives or senior management; and
- approve any equity based plans for the remuneration of directors, executives or senior management.

Review of Remuneration and Human Resources Policies and Practices

- review and make recommendations to the board on changes to the constitution, law or regulation which may have an effect on the company's remuneration policy
- review the company's human resources and remuneration policies and practices, and where appropriate, recommend for adoption by the board:
 - remuneration packages at all levels of the Company, including without limitation, directors, executives, senior management and support staff;
 - the application of incentive schemes, such as bonuses and employee share schemes;
 - the recruitment, retention, retirement and termination policies of the Company as a whole, with particular attention to executive and senior management;
 - annual, sick, maternity, parental and long service leave arrangements;
 - performance evaluation and bonuses for senior management and executives;
 - compliance with legal obligations regarding remuneration;
 - salary packaging and superannuation arrangements;
 - total level of remuneration of non-executive directors and individual fees for non-executive directors and the chairperson, including any additional fees payable for membership of

- committees of the board;
- engagement of external independent remuneration consultants in accordance with section 206K of the Corporations Act (Cth) to review Vocus' remuneration practices and if required, to provide remuneration recommendations;
 - review any remuneration recommendation provided by a remuneration consultant in accordance with section 206L of the Corporations Act 2001 (Cth); and
 - review key performance indicators for the CEO and senior management reporting to the CEO

Annual Reporting Requirements

Ensure that the company adequately discloses the remuneration of directors, executives and senior management in accordance with all legal and regulatory requirements, including without limitation the ASX Listing Rules and the Corporations Act 2001(Cth).

Related party transactions

Review and monitor the propriety of related party transactions.

Corporate governance

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

Other responsibilities

- Perform other activities 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 remuneration committee's and individual members' performance regularly.