



PERFORMANCE EVALUATION PROCESS

1. OVERVIEW

- 1.1 This summary outlines the process for reviewing performance evaluation for WebSpy Limited ("WebSpy" or the "Company").
- 1.2 To the extent practicable, the Company has followed the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (2nd Edition).

2. THE BOARD AND INDIVIDUAL DIRECTORS

- 2.1 The Board reviews its performance each year to ensure individual directors and the Board as a whole work efficiently and effectively in achieving their functions as set out in the Board Charter.

Process

- 2.2 Each non-executive director provides feedback to other Board members on individual performance and areas for improvement.
- 2.3 The Board as a whole discusses and analyses its own performance during the year including suggestions for change or improvement. The Board may also utilise the services of an external party to review the performance of the Board.

3. COMMITTEES

- 3.1 The Board reviews the performance of the committees to which it has delegated responsibilities to ensure they are performing efficiently and effectively in accordance with the duties and responsibilities as set out in the respective charters.

Process

- 3.2 The Board receives reports from each of its committees on an ongoing basis setting out the committee's achievements based on their duties. The Board also receives the minutes of the committees.



4. MANAGING DIRECTOR AND EXECUTIVES

- 4.1 The Board reviews the performance of the Managing Director (or equivalent) and executives to ensure they execute the Company's strategy through the efficient and effective implementation of the business objectives.

Process

- 4.2 The Managing Director and executives are assessed against the performance of WebSpy and the performance of the executive individually.

5. REVIEW OF POLICY

The Board will review this Policy from time to time to ensure it remains consistent with the Board's objectives and responsibilities.

6. PUBLICATION OF POLICY

This Policy will be available on the Company's website and the key features will be published in the annual report.

Approved by the Board of WebSpy Limited on 5 June 2009.