

MEDAIRE, INC.

Performance Evaluation Policy

The Board and its Committees

On an annual basis, Directors will provide written feedback in relation to the performance of the Board and its Committees against a set of agreed criteria.

Each Committee of the Board will also be required to provide feedback in terms of a review of its own performance.

Feedback will be collected by the Chairperson, or an external facilitator, and discussed by the Board, with consideration being given as to whether any steps should be taken to improve the performance of the Board or its Committees.

The Chairperson will also provide feedback from senior management in connection with any issues that may be relevant in the context of Board performance review

Where appropriate to facilitate the review process, assistance may be obtained from third party advisors.

Key Executives

Executives and managers are subject to an annual performance review which addresses performance against agreed business objectives and provides for constructive individual competencies to enhance future performance.

At the time of each review, the objectives (including measures) are set for the forthcoming review period. Typically, objectives are related to:

- Costs/Financial Performance
- People management and development
- Operational/Business targets
- Quality of process or operations

The performance of key executives is further considered by the Board Compensation Committee on the potential capability within the executive team to realize the Company's business strategy and, if necessary, initiatives taken to strengthen capability.

The performance of the CEO is assessed by the Board against objectives related to the Company's strategy and business plans.