

PACIFIC INTERNET LIMITED

LEAD INDEPENDENT DIRECTOR CHARTER



1. OBJECTIVE

- 1.1. To reinforce the independence of the Board of Directors of the Company, the independent directors shall appoint a Lead Independent Director from among themselves. The term “independent” is defined in accordance with the rules, regulations and standards of Nasdaq, and as determined in the business judgment of the Board.
- 1.2. This purpose of this charter is to establish the terms of reference for the Lead Independent Director of the Company.
- 1.3. The Board of Directors will review this Charter periodically and recommend any changes that it considers appropriate.

2. TERM AND AUTHORITY

- 2.1. The Lead Independent Director shall serve for a one-year term and he/she may be reappointed as long as he/she remains an Independent Director of the Company.
- 2.2. The Lead Independent Director provides a source of Board leadership complementary to that of the Chairman of the Board and the Chief Executive Officer.
- 2.3. The Lead Independent Director shall have authority to retain outside counsel and other advisors as the Lead Independent Director may deem appropriate in the conduct of his or her duties and responsibilities under this Charter.

3. ROLE OF LEAD INDEPENDENT DIRECTOR

- 3.1. The Lead Independent Directors shall coordinate the activities of the independent Directors of the Board. Without diminishing his or her duties as a member of the Board, the Lead Independent Director shall undertake the following responsibilities:
 - 3.1.1 Co-ordinate and develop the agenda for and moderate meetings of the independent Directors and communicate to the Chairman of the Board the substance of the discussions occurring at such meetings;
 - 3.1.2 Act as liaison between the independent Directors and management;

- 3.1.3 Assess the quality, quantity and timeliness of the flow of information between management and the Board and specifically request the inclusion of information deemed necessary or appropriate by the independent Directors;
- 3.2. The Lead Independent Director shall be available as a resource to consult with the Chairman and other members of the Board and the Chief Executive Officer on corporate governance practices and policies and shall assume the primary leadership role in addressing issues of this nature if under the circumstances, it is inappropriate for the Chairman of the Board and/or the Chief Executive Officer to assume such leadership.
- 3.3. In the event of absence or the incapacity of the Chairman of the Board, the Lead Independent Director shall chair Board meetings.
- 3.4. Together with the Chairman of the Board, the Lead Independent Director shall consider questions of possible conflicts of interest of the Board members and the Chief Executive Officer, as such questions arise.

****End****

Approved and adopted by the Board of Directors on the 9th day of June 2005