

AUDIT AND COMPLIANCE COMMITTEE CHARTER
DILIGENT BOARD MEMBER SERVICES, INC.

PURPOSE

The Audit and Compliance Committee (“Audit Committee”) of the Board of Directors (“Board”) assists the Board in fulfilling its oversight responsibilities by reviewing:

- The integrity of the Company’s financial statements and financial reporting process;
- The qualifications and independence of the independent auditors and the performance of the Company’s internal audit function and independent auditors;
- Compliance with legal and regulatory requirements;
- Other matters as directed by the Board or this charter;
- And approving the report required by the rules of the Securities and Exchange Commission to be included in the Company’s annual proxy statement.

COMPOSITION AND MEMBERSHIP

The Board appoints, from among the directors, the members of the Audit Committee. The Audit Committee shall consist of at least three directors, all of whom shall meet independence and experience requirements in accordance with the Securities and Exchange Act of 1934 (the “Act”) and the regulations thereto and the listing rules of NZX. At least one member of the Audit Committee shall be an “audit committee financial expert” as defined in the Act and its regulations.

AUTHORITY

The Audit Committee shall recommend the hiring of the independent auditors who shall be appointed by the Board. The independent auditors shall report directly to the Audit Committee, and the Audit Committee shall be directly responsible for the oversight of the work of the independent auditor. The Audit Committee shall pre-approve all audit, internal control-related and permitted non-audit services to be performed by the independent auditors. The Audit Committee shall be solely responsible for approving the compensation of the Company’s independent auditors.

The Audit Committee shall have the sole authority to retain special independent legal, accounting or other consultants to advise the Committee. The Audit Committee shall meet separately and periodically with the independent auditors, the Chief Financial Officer, the senior internal audit executive, and the General Counsel. The Audit Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of the Committee.

The Audit Committee shall have access to, and the ability to commit, appropriate funding, as it may determine for the payment of fees of the independent auditor and to retain and compensate any accounting experts, lawyers and other consultants to assist and advise the Audit Committee in connection with its responsibilities. The Audit Committee may conduct or authorize investigations into any matters within the scope of its responsibilities and may meet with any third parties it deems necessary in connection with such investigation.

MEETINGS

There shall be not less than four regular meetings of the Audit Committee each year and additional meetings may be held as circumstances warrant. A majority of members of the Audit Committee shall constitute a quorum for any meeting. The action of a majority of members at a meeting at which a quorum is present will be a valid action of the Audit Committee. The Audit Committee shall appoint a Chairman from amongst its members. Meetings may be called by the Chairman of the Board or the Chairman of the Audit Committee.

RESPONSIBILITIES

The responsibilities of the Audit Committee include, but are not limited to, the following:

Oversight of Financial Disclosures

1. Review and discuss with management and the independent auditors the Company's annual and quarterly financial statements (and the results of the independent auditors' reviews of the quarterly financial statements), including reviewing specific disclosures made in management's discussion and analysis.

(a) Review and discuss with management and the independent auditors:

- Significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements;
- Management's internal control assessment and independent auditor attestation, including any significant deficiencies in the design or operation of internal controls or material weaknesses therein, and any fraud involving management or other employees who have a significant role in the Company's internal controls (as well as any special steps adopted in light of such control issues); and
- Matters (including correspondence or inquiries from regulators or governmental agencies, complaints or legal matters) that raise material issues regarding the Company's financial statements or accounting policies.

(b) Discuss with the independent auditors:

- Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management; and

- Material written communications with management, such as the management letter provided by the independent auditors and the Company's response to that letter, and any accounting adjustments that were noted or proposed by the auditors.
2. Recommend to the Board whether the audited financial statements fairly and adequately present the financial position of the Company and that they should be included in the Company's Form 10-K.
 3. Periodically review with management the form of presentation and types of information to be included in the Company's earnings releases.

Oversight of External Auditors

4. Obtain and review annually a report by the independent auditors describing:
 - The firm's internal quality control procedures;
 - Any material issues raised by the most recent internal quality-control review, peer review or inspection, of the firm, or by any inquiry or investigation by governmental or professional authorities, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
 - All relationships between the independent auditors and the Company, consistent with PCAOB Rule 3526, Communication with Audit Committees Concerning Independence.
5. Evaluate the qualifications, performance and independence of the independent auditors (in its evaluation, the Audit Committee may take into account the reports of the independent auditors and the opinions of management and the internal auditors), including:
 - Any disclosed relationships or services that may impact the objectivity and independence of the auditors;
 - The adequacy of the independent auditors' quality controls; and
 - The lead partner of the independent auditors.

Oversight of Risk Management

6. Review the activities and performance of the internal auditor, including the structure, budget and qualifications of this function. Review the appointment, replacement and performance of the senior internal auditing executive.
7. Review internal audit reporting, including summaries of significant audit reports and management's responses.
8. Discuss with management the Company's major risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

9. Obtain and review reports from management, the General Counsel, the senior internal auditing executive and the independent auditors regarding the policies and procedures for ensuring compliance with, and whether the Company and its affiliated entities are in compliance with, applicable legal requirements, conflicts of interest policies, and the Company's Code of Conduct. The Audit Committee shall review and approve related-party transactions required to be disclosed under Item 404 of Regulation S-K of the Act.
10. Review procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

GOVERNANCE

Annually, the Committee shall review its Charter to determine if it is appropriate for the activities of the Committee. Furthermore, the Committee shall annually evaluate its performance over the preceding year.

Effective: April 23, 2009.

REMUNERATION AND NOMINATIONS COMMITTEE CHARTER
DILIGENT BOARD MEMBER SERVICES, INC.

PURPOSE

The Remuneration and Nominations Committee (“Committee”) of the Board of Directors (“Board”) assists the Board in fulfilling its oversight responsibilities by (1) identifying individuals qualified to serve on the Board; (2) recommending nominees to serve on the Board of Directors and Board Committees; and (3) discharging, subject to Board ratification, the Board’s responsibilities relating to compensation of the Company’s directors, executive officers and other senior officers.

COMPOSITION AND MEMBERSHIP

The Board appoints, from among the directors, the members of the Committee. The Committee shall be comprised solely of non-employee directors. The Board may remove a member at any time with or without cause.

AUTHORITY

The Committee shall have such authority as may be delegated to it by the Board from time to time. The Committee shall have the authority to retain search firms used to identify director candidates and consultants expert in executive compensation matters. The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any members of the Committee.

MEETINGS

A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee. The action of a majority of the members of the Committee at a meeting at which a quorum is present will constitute a valid action of the Committee. The Committee shall appoint a Chairman from among its members. Meetings may be called by the Chairman of the Board or the Chairman of the Committee.

NOMINATING RESPONSIBILITIES

Nominating responsibilities of the Committee include, but are not limited to, the following:

- (i) Review the structure and size of the Board to assure that the proper skills and experience are represented on the Board. The Committee may, from time to time, make recommendations to the Board, where appropriate, with regard to these matters;

- (ii) Identify and evaluate candidates to recommend to the Board for election as directors. The Committee will recommend to the Board qualified nominees to fill vacancies as they occur on the Board and each Board committee;
- (iii) Recommend to the Board a slate of nominees for election or reelection as directors by the Company's stockholders at the annual meeting;
- (iv) Review and evaluate director nominees proposed by shareholders of the Company. All such nominations must be received at least ninety (90) days prior to the annual meeting with appropriate background information provided on the nominee. Among the qualifications that would be evaluated by the Committee are the experience of the nominee with corporations and their workings by having held a senior management position in a corporation, or having extensively advised corporations as either an accountant or lawyer. In addition, the Committee will consider the reputation of the individual in his or her local community. Finally, the Committee will consider whether the proposed nominee has a skill set or expertise that is needed on the Board;
- (v) Review the structure, authority and responsibilities of Board committees and make recommendations regarding the composition of Board committees in light of their responsibilities and activities;
- (vi) Make recommendations regarding, and assist the Board in, succession planning for the Chief Executive Officer and other senior officers of the Company; and
- (vii) Consult with the Board in determining the financial expertise and other attributes of director nominees to the extent required or relevant under applicable regulatory requirements and committee charters.

COMPENSATION RESPONSIBILITIES

Compensation responsibilities include, but are not limited to, the following:

- (i) Establishing employee incentive schemes and making recommendations to the Board regarding stock compensation plans;
- (ii) Approve, subject to Board ratification, the initial salaries and other compensation of new executive officers and senior officers. Review annually the compensation for each executive officer and senior officer of the Company and approve any subsequent changes therein, subject to ratification by the Board;
- (iii) Review annually the remuneration for non-executive directors of the Company and make recommendations to the Board, where appropriate;
- (iv) Review and approve, subject to ratification by the Board, any and all employment agreements with employees;

- (v) Review and approve, subject to ratification by the Board, any proposed stock option or restricted stock awards;
- (vi) Review annually and approve the Company's general policies, philosophy, goals and objectives relevant to the compensation of the officers of the Company and its subsidiaries; and
- (vii) Review annually with management and approve the "Compensation Discussion and Analysis" to be included within the annual proxy statement.

GOVERNANCE

Annually, the Committee shall review its Charter to determine if it is appropriate for the activities of the Committee. Furthermore, the Committee shall annually evaluate its performance over the preceding year.

Effective: April 23, 2009.