11 January 2012

Board Committees

MATCHTECH GROUP PLC

Nominations Committee

The Nominations Committee is headed up by George Materna (pictured right), who is the Committee's Chairman, with the independent Non-Executive Directors Ric Piper and Stephen Burke as the other members.

Key responsibilities:

- **Reviewing the structure, size and composition of the Board, and making recommendations to the Board with regard to any changes required;**
- **Succession planning for Directors and other Senior Executives;**
- **Identifying and nominating, for Board approval, candidates to fill Board and Senior Executive vacancies as and when they arise;**
- **Reviewing annually the time commitment required of Non-Executive Directors;**
- **Making recommendations to the Board with regard to membership of the Audit and Remuneration Committees in consultation with the Chairman of each Committee;**
- **The Nominations Committee has full power and authority to carry out a formal selection process of candidates, before proposing new appointees to the Board;**
- **The company has adopted a policy for Directors' and key employees' share dealings which is appropriate for an AIM-quoted company. The Directors comply with Rule 21 of the AIM rules relating to Directors' dealings and in addition take all reasonable steps to ensure compliance by the Group's applicable employees.**

Full Nominations Committee Terms of Reference
(Approved by the Board on 11 January 2012)

The primary purpose of the Nominations Committee is to nominate candidates for appointment to the Board. The Committee makes regular appraisals of the processes in place for succession planning in respect of both Board and senior appointments.

1. MEMBERSHIP

(a) Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least three members. The Members of the Committee appointed by the Board as at 1st August 2009 are George Materna (Chairman), Stephen Burke and Ric Piper.

(b) The majority of members of the Committee shall be independent non-executive Directors.

(c) Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman, Chief Executive Officer, Chief Financial Officer, other Directors and members of senior management may be invited to attend all or part of any meeting as and when appropriate.

(d) Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three year periods, provided the Director remains independent.

(e) The Board shall appoint the Committee Chairman who shall be an independent non-executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Chairman of the Committee appointed by the Board as at 1st August 2009 is George Materna.

(f) The Company Secretary or their nominee shall act as the Secretary of the Committee.

(g) Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.

2. MEETINGS

(a) The Committee shall meet at least once a year at appropriate times in the reporting cycle and otherwise as required.

(b) The quorum necessary for the transaction of business shall be two members, of whom at least one must be an independent non-executive Director .

(c) Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.

(d) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive Directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate and in any event no later than two working days before the date of the meeting.

(e) The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

(f) The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

(g) Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board.

(h) The Chairman of the Committee shall attend the Annual General Meeting ('AGM') prepared to respond to any shareholder questions on the Committee's activities.

3. AUTHORITY

The Committee is authorised:

(a) to seek any information it requires from any employee of the Group in order to perform its duties;

(b) to obtain, at the Group's expense, outside legal or other professional advice on any matter within its terms of reference; and

(c) to call any employee to be questioned at a meeting of the Committee as and when required.

4. DUTIES

In accordance with the terms of the Combined Code the Nomination Committee will:

(a) Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise, save that appointment as chairman or chief executive should be matters for the whole board;

(b) Before making an appointment, evaluate the balance of skills, knowledge and experience on the board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;

(c) Review annually the time required from a non-executive director and assess whether the non-executive director is spending enough time to fulfill their duties;

(d) For the appointment of the Chairman, prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises;

(e) Establish a formal, rigorous and transparent procedure for the appointment of new directors to the board, based on merit measured against objective criteria;

(f) Consider candidates from a wide range of backgrounds;

(g) Give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the company and the skills and expertise therefore needed on the board, reporting to the board

regularly. The Nomination Committee shall review annually its terms of reference and its own effectiveness and recommend any necessary changes to the Board;

(h) Regularly review the structure, size and composition (including the skills, knowledge and experience) of the board and make recommendations to the board with regard to any changes;

(i) Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

(j) Make a statement in the annual report about its activities;

(k) Ensure that on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings;

(l) Consider and make recommendations to the board about the reappointment of any independent non-executive director at the conclusion of their specified time of office or retiring in accordance with the company's Articles, especially when they have concluded their second term,;

(m) Consider and make recommendations to the board on any matter relating to the continuation in office of any director at any time.

5. REPORTING RESPONSIBILITIES

(a) The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
(b) This shall include concerning the formulation of plans for succession for both Executive and Non-Executive Directors and in particular for the key roles of Chairman and Chief Executive.
(c) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed; and

6. THE COMMITTEE SHALL COMPILE A REPORT TO SHAREHOLDERS ON ITS ACTIVITIES TO BE INCLUDED IN THE COMPANY'S ANNUAL REPORT

7. OTHER MATTERS

The Committee shall:

(a) have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required; and

(b) at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at optimum effectiveness and recommend any changes it considers necessary to the Board for approval.