

NETSCIENTIFIC PLC
(the "Company")

Terms of reference of the Nomination Committee approved by the Board on 9 May 2013

In these terms of reference:

- The "Committee" means the Nomination Committee.
- The "Board" means the board of directors of the Company.

1. Membership

- Members of the Committee shall be appointed by the Board and shall be made up of least 3 members, the majority of whom should be independent non-executive directors.
- Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, Secretary of the Committee, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- Appointments to the Committee shall be for an initial period of up to three years, which may be extended thereafter for further periods of up to three years, provided the member still meets the criteria for membership of the Committee.
- The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or 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 their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

2. Secretary

- The Company Secretary or his nominee shall act as the Secretary of the Committee.

3. Quorum

- The quorum necessary for the transaction of business shall be 2 independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

- The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require.

5. Notice of Meetings

- Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.
- 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 and any other person required to attend no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. **Minutes of Meetings**

- The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest.
- Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

7. **Annual General Meeting**

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

8. **Duties**

- The Committee shall:
 - be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise, save that appointments as Chairman or Chief Executive shall be matters for the whole board;
 - 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;
 - review annually the time required from the non-executive directors and assess whether the non-executive directors are spending enough time to fulfil their duties;
 - consider candidates from a wide range of backgrounds;
 - 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;
 - regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board and make recommendations to the Board with regard to any changes;
 - 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;
 - make a statement in the annual report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the committee, number of committee meetings and attendance over the course of the year;

- make arrangements 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;
- consider and make recommendations to the Board about the re-appointment of any non-executive director at the conclusion of their specified term of office or retiring in accordance with the Company's Articles of Association; and
- consider and make recommendations to the Board on any matter relating to the continuation in office of any director at any time.

9. **Reporting Responsibilities**

- The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. **Other**

- The Committee shall, at least once a year, review its terms of reference and recommend any changes it considers necessary to the Board for approval.

11. **Authority**

- The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.
- The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.