

**Next Fifteen Communications Group plc
Nomination Committee
Terms of Reference**

Membership

1. The members of the Committee shall be appointed by the Board.
2. The Committee shall comprise of a chairman and at least 1 other member who shall be appointed by the Board.
3. The Committee Chairman shall be a non-executive director.
4. The Company Secretary or his or her nominee shall be the Secretary of the Committee.

Meetings

1. The Committee shall meet formally at least once a year and at such other times as the Chairman of the Committee shall require.
2. A meeting of the Committee may be called by any member of the Committee or by the Secretary.
3. The quorum necessary for the transaction of the business of the Committee may be fixed from time to time by the Board and, unless fixed, shall be two including a non-executive director.
4. The Secretary shall keep appropriate records of all meetings of the Committee with appropriate minutes of the proceedings and resolutions.
5. Copies of the minutes of the meetings shall be circulated to all members of the Committee and to the chairman of the Board.

Duties

- 1 The Committee shall:
 - 1.1 review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary;
 - 1.2 be responsible for identifying and nominating candidates for the approval of the Board, to fill Board vacancies as and when they arise as well as put in

place plans for succession, in particular, of the Chairman and the Chief Executive;

- 1.3 make recommendations to the Board for the continuation (or not) in service of an executive director as an executive or non-executive director; and
- 1.4 keep the composition of the Board (both in terms of the balance of skills and experience of Board members and the balance between executive and non-executive directors) under review and make recommendations to the Board.

Authority

The Committee shall have the power to employ the services of such advisers as it deems necessary to fulfil its responsibilities at the Company's expense.