

Next Fifteen Communications Group plc
Remuneration 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. All members shall be independent non-executive directors. The Group Chief Executive may be invited to attend meetings to discuss the performance of executives and make proposals as necessary, but shall not participate in any consideration of his own remuneration package or his performance.
3. The Board shall appoint the Committee Chairman who should 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.
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.
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 determine and agree with the Board the framework or broad policy for the Remuneration of the Company's executive Directors and senior executives. The remuneration of non-executive directors shall be a matter for the Board excluding non-executive directors;
 - 1.2 in determining such policy, take into account factors which it deems necessary. The objective of such policy shall be to ensure that executive directors and senior executives of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and

responsible manner, rewarded for their individual contributions to the success of the Company against agreed performance criteria;

- 1.3 determine targets for all performance related pay or bonus schemes and long-term incentive schemes operated by the Company;
- 1.4 determine the number of any share options or performance share awards under the Company's long-term incentive plan that vest in the event of termination for redundancy or ill-health;
- 1.5 within the terms of the agreed policy, determine the total individual remuneration packages of each executive Director including, where appropriate, benefits, bonuses, incentive payments and share options;
- 1.6 determine the policy for and scope of, pension arrangements, service agreements for the executive Directors, termination payments and compensation commitments;
- 1.7 make recommendations to the Board regarding the content of the Board's annual report to the Company's shareholders, setting out the Company's policy on executive remuneration, details of individual remuneration and other terms and conditions;
- 1.8 give due regard to the comments and recommendations of the Combined Code, the AIM Rules and associated guidance, in determining remuneration packages and arrangements.

Authority

1. The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
2. The Committee is authorised by the Board, when the fulfilment of its duties requires, to obtain any outside legal or other professional advice including the advice of independent remuneration consultants, to secure the attendance of external advisers at its meetings, if it considers this necessary, and to obtain reliable, up-to-date information about remuneration in other companies, at the Company's expense. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.