

Helphire Group plc

Nomination Committee Terms of Reference

Adopted by the Board on the 29th day of April 2010

MEMBERSHIP

1. The Nomination Committee and its Chairman shall be appointed by the Board and comprise at least three members, a majority of whom (including the Committee Chairman) shall be independent Non-Executive Directors. Any two independent, Non-Executive Directors who are members of the Committee shall comprise a quorum. The Company Secretary shall act as Secretary to the Committee.

ATTENDANCE AT, FREQUENCY OF AND REPORTING ON MEETINGS

2. The Committee shall meet at least twice a year including once close to the end of each financial year and as and when requested by its Chairman.
3. Unless invited by the Committee, no-one other than Committee members may attend meetings.
4. No-one shall be present during the discussion of or vote on matters regarding his or her own position. The Chairman of the Board shall not chair the Committee meeting when it is dealing with the appointment of his or her successor.
5. Minutes of each meeting shall be circulated to the Committee (and once agreed) to other members of the Board.

AUTHORITY

The Committee is authorised to:

6. do all such acts and deeds as are required to perform its duties; and
7. obtain any information it requires from any employee of the Helphire group of companies;
and
8. engage, at the Company's expense, external legal or other advisers or consultants on any matter within its terms of reference and to permit their attendance at its meetings.

DUTIES

Regular Reviews

9. To review regularly and at least annually;
 - (i) the time required from a Non-Executive Director and (using performance evaluation) whether each Non-Executive Director is spending enough time to fulfil their duties; and

- (ii) the structure, size, composition, skills, knowledge and experience of the Board; and
 - (iii) the leadership needs of the organisation, both Executive and Non-Executive to ensure Company's the continued ability to compete effectively in its market place;
 - (iv) its own performance, constitution and terms of reference ;
- and make recommendations to the Board about any matters arising.

Board Appointments

10. To be responsible for identifying and nominating for the approval of the Board candidates taken from a wide range of backgrounds to fill board vacancies as and when they arise for any reason, including retirement by rotation.
11. To promote the development of senior management talent within the Helphire group of companies and consider internal appointments where appropriate.
12. To evaluate, before making an appointment, 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.
13. To 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 that will be needed on the Board in the future.
14. To 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.

Recommendations to the Board

15. To make recommendations to the Board about:
 - (i) plans for an orderly succession for Executive and Non-Executive Board appointments and a formal, rigorous and transparent procedure to be used for them;
 - (ii) the re-appointment of any Non-Executive Director at the conclusion of their specified term of office;
 - (iii) the re-election by shareholders of any Director under the retirement by rotation provisions in the Company's Articles of Association; and
 - (iv) the continuation in office of any Director at any time; and
 - (v) the appointment of any Director to Executive or other office other than to the positions of Chairman and CEO, the recommendation for which would be considered at a meeting of the Board.
 - (vi) the membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees, and suitable candidates for the role of Senior Independent Director.

16. The Committee may also at any time recommend to the Board the appointment of additional Directors.

Miscellaneous

17. To make a statement in the Annual Report about its composition and activities including the number of meetings, its members' attendance record and the process used for appointments (explaining if external advice or open advertising has not been used).
18. To keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
19. To ensure the Chairman of the Committee attends the Annual General Meeting to answer questions about its activities and responsibilities.