

Terms of reference for the Nomination Committee

1. Constitution

The Committee will be established by resolution of the board of Planet Planet, Inc. (the "**Board**") and will be known as the Nomination Committee (the "**Committee**").

2. Membership

- 2.1 The members of the Nomination Committee shall be appointed by the Board and shall consist of the Chairman of the Board who shall normally attend meetings and not less than two additional members. A majority of the members of the Committee should be non-executive directors of the Board. A quorum shall be three members, two of whom must be independent non-executive directors. A duly convenient 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.
- 2.2 The Chairman of the Committee shall be appointed by the Board and shall be either the Chairman of the Board (except where the Committee is considering the appointment of a successor to the Chairmanship) or an independent non-executive director. In the absence of the Chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
- 2.3 The Committee may at each meeting appoint one of their number to be the Secretary of the Committee.
- 2.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals (such as the chief executive, the head of human resources and external advisers) may be invited to attend for all or part of any meeting, as and when appropriate.
- 2.5 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 that the majority of the Committee members remain independent.

3. Frequency of meetings

Meetings shall be held as required. The Chairman of the Company may request a meeting if he/she reasonably considers that one is necessary.

4. Notice of Meetings

- 4.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.
- 4.2 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, at the same time.

5. **Authority**

- 5.1 The Committee is authorised by the Board to pursue any activity within its terms of reference.
- 5.2 The Committee is authorised by the Board at the expense of the Company to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. It is envisaged that in obtaining outside advice the Committee will act in conjunction with the Chairman of the Company.
- 5.3 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.

6. **Purpose**

The purpose of the Committee is to identify and nominate for the approval of the Board candidates to fill Board vacancies (not including candidates for Chairman and chief executive which are to be dealt with by the Board as a whole) as and when they arise.

7. **Duties**

- 7.1 The duties of the Committee shall be:
 - (a) to evaluate the balance of skills, knowledge and experience on the Board before an appointment is made by the Board and to prepare a description of the role and capabilities required for a particular appointment;
 - (b) to review annually the time required from a non-executive Director and assess whether the non-executive Director is spending enough time to fulfil his/her duties;
 - (c) to consider candidates from a wide range of backgrounds;
 - (d) to report to the Board regularly about the skills and expertise needed, taking into account the challenges and opportunities facing the Company;
 - (e) to 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;
 - (f) to keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
 - (g) if required by applicable law or the AIM Rules of the London Stock Exchange Plc, to make a statement in the annual report of the Company about:

- (i) the Committee's activities;
 - (ii) the process used for appointments and whether external advice or open advertising has been used; and
 - (iii) the membership of the Committee, number of and attendance at Committee meetings over the course of the year;
- (h) to send a letter of appointment to non-executive Directors setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside of Board meetings;
 - (i) to 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 By-laws;
 - (j) to consider and make recommendations to the Board on any matter relating to the continuation in office of any Director at any time;
 - (k) give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills, knowledge and experience are therefore needed on the Board in the future;
 - (l) be responsible for identifying, and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
 - (m) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

7.2 The Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for both executive and non-executive directors and, in particular, for the key roles of Chairman of the Board and chief executive;
- (b) suitable candidates for the role of senior independent director;
- (c) membership of the audit and remuneration committees, in consultation with the chairmen of those committees;
- (d) the re-election by shareholders of any director under the "retirement by rotation" provisions in the Company's by-laws, having given due regard to his/her performance and ability to continue to contribute to the Board in the light of the skills, knowledge and experience required; and
- (e) any matters relating to the continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the Company (subject to any relevant legal requirements and his/her service contract).

8. Reporting procedures

- 8.1 The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.
- 8.2 The secretary of the Committee shall ascertain, at the beginning of each Committee meeting, the existence of any conflicts of interest and minute them accordingly.
- 8.3 The Secretary of the Committee shall promptly circulate the minutes of meetings of the Committee to all members of the Board.
- 8.4 The Chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.5 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.6 The Committee shall make a statement in the Company's annual report and accounts about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

9. AGM

The Chairman of the Committee shall attend the AGM prepared to respond to any shareholder questions on the Committee's activities.

10. Self-appraisal

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.