

NOMINATION COMMITTEE

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF PHOTO-ME INTERNATIONAL PLC (THE COMPANY)

(as approved by the Board of Directors of the Company 1 April 2009 and amended on 9 December 2013)

MEMBERSHIP

1. The membership of the Committee shall be appointed by the Board. The Committee shall consist of not less than three members, the majority of whom shall be independent non-executive directors of the Company - which may include the Chairman of the Board providing that he was considered independent on appointment as Chairman. A quorum shall be two members.
2. The Board shall appoint the Chairman of the Committee who should be either the Chairman of the Board or an independent non-executive director. In the absence of the Chairman of the Committee, the remaining members present shall elect one of their number to chair the meeting from those who qualify under these terms of reference to be appointed to that position by the Board. The Chairman of the Board shall not chair the meeting when it is considering issues relating to the Chairman of the Board, including the appointment of his/her successor.

ATTENDANCE AT MEETINGS

3. The Committee may invite others to attend as considered appropriate.
4. The Company Secretary, or his nominee, shall be secretary of the Committee.

FREQUENCY OF MEETINGS

5. Meetings shall be held as frequently as required but not less than annually.
6. Meetings shall be summoned by the secretary of the Committee at the request of the Chairman of the Committee.

AUTHORITY

7. The Committee is authorised by the Board to:
 - a. Investigate any activity within its terms of reference.
 - b. Obtain outside legal or independent professional advice and such advisors may be invited to attend meetings as necessary.

DUTIES

8. The duties of the Committee shall be to:
 - a. Consider candidates to fill Board vacancies from time to time arising or additional appointments to the Board, from a wide range of backgrounds and make recommendations for appointments on merit and against objective criteria and against a specification of the role and capabilities required for the appointment, as well as with due regard to the benefits of diversity on the Board, including gender. In discharging its functions, the Committee will have due regard to the Company's policy on diversity.
 - b. Evaluate and keep under review the structure, size and composition of the Board and the balance of skills, independence, knowledge, experience, and diversity (including gender) within the Board (and the likely changes to such in the future) and make recommendations to the Board in relation to any changes.

- c. To monitor and review the succession plans for the Chief Executive Officer, other executive directors and the Group's most senior members of management, taking into account the challenges and opportunities facing the Company and what skills and expertise are required, with a view to making a recommendation to the Board regarding any changes.
- d. Make recommendations to the Board on the composition of the Audit and Remuneration Committees.
- e. Make recommendations to the Board of suitable candidates for the role of Senior Independent Director.
- f. Make recommendations to the Board relating to all matters of a director's independence and to review annually each director's independence including his/her actual, potential or perceived conflicts of interests and commitments in terms of time.
- g. Make recommendations to the Board regarding the re-appointment of non-executive directors upon their falling due for re-election by shareholders in accordance with the Company's articles of association or their re-appointment at the end of the specified term set out in their appointment letter.
- h. Make a recommendation to the Board relating to the continuation in office of any director.
- i. Approve a report on the Committee's activities for inclusion in the Company's annual financial statements.
- j. Consider any other topics as referred to it by the Board from time to time.

REPORTING RESPONSIBILITIES

- 9. The Chairman of the Committee shall report to the Board on its proceedings after each meeting, informing the Board of the matters the Committee has reviewed and making recommendations when appropriate. The secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board, unless there are issues of confidentiality.
- 10. The Committee shall review these terms of reference on a regular basis and if necessary, make recommendations to the Board for their amendment.
- 11. The Committee's duties and activities during the year shall be disclosed in the annual financial statements. The statement shall include the process used to make appointments and explain if external advisors or open advertising has not been used.
- 12. The Chairman of the Committee shall attend the Annual General Meeting of the Company and shall answer questions on the Committee's activities and responsibilities.