

**Tribal Group plc****Terms of reference for the Nomination Committee****1. Constitution**

The Board resolves to establish a Committee of the Board to be known as the Nomination 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 the chief executive director and three further members. A majority of the members of the Nomination Committee should be non-executive directors of the Board. A quorum shall be three members, one of which is the chief executive and they shall include a majority of non-executive directors.

2.2 The Chairman of the Nomination Committee shall be appointed by the Board and shall be either the Chairman of the Board or a non-executive director.

2.3 The Nomination Committee may at each meeting appoint one of their number (or such other person as the meeting shall agree) to be the Secretary of the Committee.

2.4 The chairman of the Nomination Committee shall have a casting vote on all matters to be decided by the Committee in the event of an equality of votes.

**3. Frequency of meetings**

Meetings shall be held as required. The Board may request a meeting if they consider that one is necessary.

**4. Authority**

4.1 The Nomination Committee is authorised by the Board to pursue any activity within its terms of reference.

4.2 The Nomination 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.

**5. Duties**

5.1 The duties of the Nomination Committee shall be to consider the appointment of all potential members of the Board of Directors, whether executive or non-executive and to make proposals to the Board as to the appointment of members of the Board.

5.2 The Nomination Committee shall consider, at the request of the Board or the Chairman, the making of any reappointment to the Board.

5.3 The Nomination Committee shall be authorised to employ the services of recruitment and search consultants.

5.4 In carrying out its duties the Nomination Committee shall take into consideration the provisions of The Combined Code - Principals of Good Corporate Governance and Code of Best Practice.

5.5 Notwithstanding its duties under 5.1 above the ultimate decision with respect to the appointment of directors lies with the board of the Company.

**6. Reporting procedures**

6.1 The Secretary of the Nomination Committee shall circulate the minutes of meetings of the Committee to all members of the Board.

6.2 The Chairman of the Nomination Committee shall be available to answer questions about the work of the Committee at the annual general meeting of the Company.

**September 2004**