



REDKNEE SOLUTIONS INC.
(the "Company")
CHARTER
FOR THE NOMINATION COMMITTEE

1. Constitution and Purpose

1.1 The Committee shall be established by resolution of the Board of Directors of the Company and shall be known as the Nomination Committee (the "**Committee**"). The purpose of the Committee is to assist the Board with the nomination of candidates to the Board and Committee positions and to ensure that the Board and its Committees remain effective through on-going orientation, continuing education and regular self assessments.

2. Membership

2.1 The members of the Committee shall be appointed by the Board and shall consist of the Chairman of the Board who shall normally attend meetings and two further members. All of the members of the Committee shall be independent Directors, as that term is defined under the relevant governing legislation.

2.2 The Chairman of the Committee shall be appointed by the Board to hold office for a period determined by the Board and shall be either the Chairman of the Board or an independent non-executive director.

2.3 Any member may be removed and replaced at any time by the Board. The Board shall fill vacancies in the Committee by appointment from among the members of the Board. If a vacancy exists on the Committee, the remaining members shall exercise all its powers so long as a quorum remains in office.

2.4 A quorum for decisions of the Committee shall be three members.

2.5 In order to fulfil the Committee's overall purpose the members of the Committee should:

- (a) have no personal financial interest, other than as shareholders in the Company (if applicable), in the Committee's decisions;
- (b) have no "cross-directorships" which could be thought to offer scope for mutual agreements to nominate candidates;
- (c) be independent of the Company's management and free from any business or other relationship with the Company or any member of the Company's group which could materially interfere with the exercise of their independent judgement; and
- (d) have a good understanding, enhanced as necessary by appropriate training or access to expert advice, of the ambit of the Committee's business;

2.6 The Committee may at each meeting appoint one of their number to be the Secretary of the Committee.

3. **Frequency of meetings**

3.1 The Committee shall meet at least once annually and at such other times as the Chairman of the Committee shall require. The Board and any member of the Committee may request a meeting if they consider that one is necessary.

3.2 At least seven days' notice of any meeting of the Committee shall be given, although such notice may be waived or shortened with the consent of all the members of the Committee for the time being.

4. **Authority**

4.1 The Committee is authorised by the Board to pursue any activity within its Terms of Reference.

4.2 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.

5. **Duties**

5.1 The duties of the 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.

In particular the Committee is required to:

- (a) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise, save that appointments as Chairman or Chief Executive should be matters for the whole Board;
- (b) before making an appointment, evaluate 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;
- (c) review annually the time required from a non-executive Director and assess whether the non-executive Director is spending enough time to fulfil their duties;
- (d) consider candidates from a wide range of backgrounds;
- (e) 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 therefore needed on the Board, reporting to the Board regularly;
- (f) 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;
- (g) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (h) make a statement in the annual report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the Committee, number of Committee meetings and attendance over the course of the year;
- (i) confirm 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;
- (j) confirm that all new directors receive a comprehensive orientation in the nature and operation of the Company's business;

- (k) provide continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Company's business remains current;
- (l) confirm that the Board and its Committees as well as each individual director perform annual self assessments regarding their effectiveness and contribution. An assessment should consider:
 - (i) in the case of the Board or a Board Committee, its Charter ; and
 - (ii) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to bring to the Board
- (m) 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 Articles of Association; and
- (n) consider and make recommendations to the Board on any matter relating to the continuation in office of any Director at any time.

5.2 In making recommendations, the Committee shall also consider:

- (a) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
- (b) the competencies and skills that the Board considers to be necessary for each Director to possess;
- (c) the competencies and skills each new nominee will bring to the Board; and
- (d) whether or not each new nominee can devote sufficient time and resources to his or her duties as Board member.

6. Procedures

- 6.1 The Secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board. All decisions and recommendations of the Committee shall be reported to the Board.
- 6.2 The Chairman of the Committee shall be available at the Annual General Meeting of the Company to respond to any shareholder questions on the activities and responsibilities of the Committee.
- 6.3 The Committee shall set its annual agenda for review and approval by the Board to ensure compliance with the requirements of the Committee's Charter.
- 6.4 The Committee shall conduct an annual self assessment of its performance and this Charter shall make recommendations to the Board. Notwithstanding this Charter , the Committee, in carrying out its responsibilities, believes its practices and procedures should remain flexible, in order to best react to changing conditions within the Company, the industry, best governance practices and rules and regulations in general.
- 6.5 Members of the Committee shall be provided with appropriate and timely training and orientation.