

Nominations & Remuneration Committee Accsys Technologies Plc

The Constitution of the Nominations & Remuneration Committee

1. The Nominations and Remuneration Committee shall be a standing subcommittee of the Board.
2. The membership of the Committee shall comprise appointees drawn from the non-executive directors of the Company. The Secretary of the Committee shall be the Company Secretary.
3. The Chairman shall be a suitably experienced non-executive director of the Company, who will not normally be the Chairman of the Company.
4. The quorum shall be any two members.
5. The Chief Executive Officer and the Chief Financial Officer may, at the direction of the Chairman, attend meetings of the Committee.
6. The Chairman of the Committee shall report to the Board on the proceedings and recommendations of the Committee except to the extent that the Chairman determines that it appropriate to exclude any element of the discussions. The Minutes of the Committee shall be circulated to members within one week and other members of the Board within two weeks.

The principal Objectives of the Committee

1. To ensure that the Company defines and applies appropriate policies compliant with law for the recruitment, appointment, remuneration, development and retention of human resources required to maximise shareholder value from the Company's assets.
2. To specifically address the composition and effectiveness of the Board of Directors.
3. To ensure that all directors are aware of, and maintain appropriate compliance with, standards of corporate governance appropriate to a listed UK PLC's.

The principal Responsibilities of the Committee

1. To ensure that the Board of the Company is appropriately resourced.
2. To select, interview and nominate directors to the Board.
3. To consider proposals for remuneration of each director and any changes proposed thereto, and make recommendations, as appropriate.

4. To undertake an annual performance review of each director, and facilitate an annual performance review of the Board and directors generally, with review being led by the Chairman, other than in respect of himself (which shall be led by another independent director).
5. To ensure that the Company operates within the terms of any shareholder approved policy and/ or seeks shareholder consent for actions outside that policy and seeks approval for the renewal or amendment of that policy as necessary.
6. To consider, and where appropriate approve, management proposals for remuneration policies suitable for directors, the company secretary and, in relation to any share award to senior managers.
7. To act as the Committee responsible for the operation of the Company's Long Term Incentive Plan and other share based employee incentivisation and/or remuneration schemes.