

GETECH PLC

REMUNERATION COMMITTEE

TERMS OF REFERENCE

Membership

The Committee shall be appointed by the board.

The Committee shall initially consist of not less than three members (being, initially, the three non-executive directors in office). The members of the Committee shall be re-elected each year by the board and a member of the Committee can be removed at any time.

The first chairman of the Committee shall be Peter Stephens.

Meetings

The Committee shall meet at least once each year and at such other times as it sees fit. The chairman of the Committee may invite the chief executive of the Company and/or such other persons as he, with the consent of the other members of the Committee, may think fit to attend such meetings. No director may be present when his own remuneration is being discussed.

A meeting may be requested at any time by the Chairman of the board, by any member of the Committee who considers that a meeting is necessary and by any member of the board if approval is given by the Chairman of the board.

The quorum shall be two members.

One of the other directors, not being a member of the remuneration committee shall be the secretary of the Committee.

The secretary shall not be present when his own remuneration is being considered.

Authority

The Committee is authorised by the board to carry out any investigation within its terms of reference.

The Committee is authorised to seek any information it requires from any employee and to obtain expert advice from the Company's external auditors, professional advisers, outside legal advisers or other independent potential advisers or otherwise, and to request the attendance of such advisers or other persons as it sees fit.

Duties

The duties of the Committee shall be responsible for and to decide, consider and make recommendations to the board upon the following:

1. to determine on behalf of the board and the company's shareholders the policy of the company all elements of the remuneration of executive directors of the Company and any subsidiary undertakings and to prepare the report of the Committee to the company's shareholders in accordance with the rules of the London Stock Exchange;
2. to consider and determine, subject to such consents of the company in general meeting as may be necessary, the terms and conditions of service of the executive directors and other senior executives of the company, including all salaries, emoluments, pension rights, share option, profit-sharing, performance-linked and any other incentive or bonus schemes or arrangements, termination and compensation settlements and any other arrangement under which an executive director will or may benefit;
3. to consider the terms of any share option or incentive scheme, ESOP, profit sharing scheme or scheme for profit related pay (whether for the benefit of the Company's executive directors or others employed by the Company or any subsidiary undertaking);
4. to advise on and monitor suitable performance related formula (whether under the company's executive share option scheme or otherwise);
5. to report to members of the company and to answer questions at the annual general meeting in relation to matters within their duties hereunder;
6. at the request of the board, to consider and make recommendations concerning the conditions of service of senior employees of the company and of the directors of subsidiaries of the company;
7. to approve all executive directors' service contracts and service contracts of senior employees of the company and all directors and senior employees of the company's subsidiaries or any other person at the request of the Chairman of the board and any amendments to any such contracts;
8. to ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
9. in carrying out its functions to have regard to conditions of service and remuneration provided:

- 9.1 in other comparable organisations for comparable duties;
 - 9.2 within the Company and its subsidiaries so that appropriate relations are maintained;
 - 9.3 for persons who perform service overseas and the necessity for any local adjustments or allowances;
 - 9.4 worldwide for skills for which there is deemed to be an international market;
10. to supervise the administration of, and the grant of options under, the company's executive share option scheme and any other incentive schemes set up by the company for the benefit of the senior management of the company;
 11. to ensure that all provisions regarding disclosure of remuneration, including pensions, as set out in the Directors' Remuneration Report Regulations 2002 and the Combined Code are fulfilled;
 12. to consider any other matter referred to it by the board or the Chairman of the board;
 13. in carrying out its duties the Committee shall have regard to the provisions of Part B of Section 1 of the Code of Best Practice to the Combined Code annexed to the Listing Rules (the "Code").

Reporting procedures

The secretary shall circulate minutes of meetings of the Committee to all members of the board.

The Committee shall report to shareholders in the Company's Annual Report in compliance with the Code.