

**Kofax plc (the “Company”)
Nominating Committee Terms of Reference**

1. Membership

- 1.1 Members of the Nominating Committee (the “Committee”) shall be appointed by the board of directors of the Company (the “Board”) and the majority shall be from among the non-executive directors of the Company who in the opinion of the Board are independent.. The non-executive chairman of the Company shall also be appointed as a member of the Committee.
- 1.2 The Committee shall consist of not less than two members.
- 1.3 Appointments to the Committee shall serve until their resignation, removal or replacement, provided that continuation of each appointment shall be reviewed annually by the Board.
- 1.4 The chairman of the Committee (the “Committee Chairman”) shall also be appointed by the Board. The Committee Chairman shall either be the chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy to the Committee Chairman, the remaining members present shall elect one of themselves to chair the meeting of the Committee. The chairman of the Board shall not be entitled to chair the Committee during meetings at which the Committee deals with the matter of succession to the chairmanship.
- 1.5 The Company secretary shall act as the secretary of the Committee (the “Secretary”).

2. Meetings

- 2.1 The Committee shall meet as necessary to consider proposals for Board appointments and other matters within the scope of these Terms of Reference. The Secretary shall draw up an agenda for each meeting, which shall be circulated to the members prior to the meeting.
- 2.2 Quorum for meetings of the Committee shall be two members. The attendance of Committee members at meetings of the Committee shall be reported in the Company’s annual reports.
- 2.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other Board members, the chief executive officer, the chief financial officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 2.4 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.
- 2.5 If a matter that is considered by the Committee is one in which a member of the Committee, either directly or indirectly, has a personal interest, that member shall not be permitted to vote at the meeting.
- 2.6 Save where he has a personal interest, the Committee Chairman will have a casting vote.
- 2.7 The Secretary shall minute the proceedings and resolutions of all Committee meetings and draft minutes of each meeting shall be circulated to all Committee members for approval by the Committee at the next regularly scheduled Committee meeting. On finalisation and signature by the Secretary, a copy of the minutes shall be submitted to the Board as a formal record of the decisions of the Committee on behalf of the Board.

3. Responsibilities

3.1 The Committee shall:

- 3.1.1 regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- 3.1.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
- 3.1.3 be responsible for identifying and nominating, for the approval of the Board, candidates to fill board vacancies as and when they arise;
- 3.1.4 for the appointment of a chairman of the Board, prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises;
- 3.1.5 before the appointment of a non-executive director is made by the Board, evaluate the balance of skills, knowledge and experience then currently on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall:
 - (a) use open advertising or the service of external advisers to facilitate the search;
 - (b) consider candidates from a wide range of backgrounds; and
 - (c) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position, and the possibility of that candidate providing an undertaking that they will have sufficient time to meet what is expected of them;
- 3.1.6 keep under review the leadership needs of the Company, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- 3.1.7 keep up-to-date and fully informed about strategic issues and commercial changes affecting the company and the market in which its operates;
- 3.1.8 review annually the time required for non-executive directors to perform their duties. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties; and
- 3.1.9 ensure that on appointment of a non-executive director to the Board, that non-executive director receives a formal letter of appointment setting out clearly what is expected of them, including, but not limited to, time commitment, committee service and involvement outside board meetings.

3.2 The Committee shall also make recommendations to the Board concerning:

- 3.2.1 formulating plans for succession for both executive and non-executive directors, and, in particular, for the key roles of chairman of the Board and chief executive (but see 7.2.7 below);
- 3.2.2 suitable candidates for the role of senior independent directors;

- 3.2.3 membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees;
 - 3.2.4 the re-appointment of any non-executive director at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - 3.2.5 the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's articles of association, having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - 3.2.6 any matters relating to the continuation in office of any directors at any time including the suspension or termination of service of an executive director as an employee of the Company, subject to the provisions of the law and their service contract;
 - 3.2.7 the appointment of any director to executive or other office other than to the positions of Chairman of the Board and Chief Executive, the recommendation for which would be considered at a meeting of the Board; and
 - 3.2.8 whether the Board should authorise, to the extent permitted by the Company's constitution (as may be amended from time to time), a situation in which a director has an interest that conflicts with the Company's interests.
- 3.3 The Committee has no executive powers with regard to its recommendations.
- 3.4 The Committee shall have regard in the discharge of its duties to the provisions of the Combined Code on Corporate Governance published by the Financial Reporting Council in June 2008 as appended to the Listing Rules of the FSA (as the same may be amended from time to time).

4. Authority

- 4.1 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties. All employees within the Company are directed to cooperate with any reasonable requests made by the Committee.
- 4.2 The Committee is authorised to obtain, at the Company's expense, reasonable outside legal or other independent professional advice on any matters within its Terms of Reference. The Committee will inform the Secretary of such requests.

5. Reporting

- 5.1 The Chairman of the Committee shall report directly to the Board on matters discussed at each Committee meeting.
- 5.2 The Committee shall make a statement in the Company's annual report about the Committee's activities, the process used to make appointments and include an explanation if external advice or open advertising has not been used by the Committee in making nominations to the Board.
- 5.3 The Committee Chairman shall be on hand at the annual general meeting of the Company to answer any questions regarding the activities, the process used to make appointments and to provide an explanation if external advice or open advertising has not been used by the Committee in making nominations to the Board.

6. Other

6.1 The Committee's Terms of Reference shall be made available to anyone who requests them.

6.2 The Committee shall, at least once a year, review its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

6.3 These Terms of Reference may only be amended by a resolution of the Board.