

## **OPTIMAL GROUP INC.**

### **NOMINATING COMMITTEE CHARTER**

#### **PURPOSE**

The Nominating Committee (the “Committee”) is a standing committee appointed by the Board. The Committee is responsible for (i) identifying candidates for nomination as directors, and (ii) selecting the director nominees to be presented for election at each annual meeting of shareholders (“Annual Meeting”).

#### **COMMITTEE MEMBERSHIP AND ORGANIZATION**

The Committee shall be composed of at least three directors. Each member of the Committee shall be both an “unrelated” director and “independent” director (as such terms are defined from time to time under the requirements or guidelines for compensation committee or corporate governance committee service under applicable securities laws and the rules of any stock exchange on which the Corporation’s securities are listed for trading). The Committee members shall be appointed by the Board and may be removed by the Board in its discretion. The Chairman of the Committee shall be designated by the Board

#### **PROCEDURES, POWERS AND DUTIES**

1. The Committee shall have the following procedures, powers and duties:
  - (a) The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities, and shall meet with the Co-Chairmen to discuss any matters that the Committee or the Co-Chairmen believe should be discussed privately.
  - (b) The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at the Corporation’s expense and to approve any such firm’s fees and other retention terms.
  - (c) The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.
  - (d) Prior to each Annual Meeting, following determination by the Board of the number of directors to be elected at such meeting, the Committee shall:
    - (i) identify individuals qualified to stand for re-election or to become new members of the Board, consistent with any qualifications, expertise and characteristics which may have been approved by the Board or determined by the Committee from time to time;
    - (ii) evaluate incumbent directors whose terms are expiring at the meeting and consider their qualifications to stand for re-election; and

- (iii) evaluate nominees for election to the Board submitted by stockholders in accordance with procedures adopted by the Committee, the By-laws of the Corporation, and applicable law.
- (e) In the event of a vacancy on the Board, following determination by the Board that such vacancy shall be filled, the Committee shall identify individuals qualified to fill such vacancy, consistent with any qualifications, expertise and characteristics which may have been approved by the Board or determined by the Committee from time to time. Before selecting any nominee for director, the Committee shall review the candidate's availability and willingness to serve.
- (f) The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board.