



**GEMSTAR-TV GUIDE INTERNATIONAL, INC.**  
**NOMINATING COMMITTEE CHARTER**

This CHARTER (the “**Charter**”) of the NOMINATING COMMITTEE (the “**Committee**”) has been adopted by the Board of Directors (the “**Board**”) of GEMSTAR-TV GUIDE INTERNATIONAL, INC. (the “**Company**”) on December 13, 2002 and has been amended by the Board on March 1, 2004.

- A. Purpose. The purpose of the Nominating Committee shall be to assist the Board in identifying qualified individuals to become Board members and in determining the composition of the Board and its committees.
- B. Members. Except as set forth below, the Committee shall be comprised of at least two but not more than five directors. The Committee shall be comprised solely of “**Independent Directors,**” defined below.
- C. Duties, Responsibilities and Authority

The Committee shall have the following duties, responsibilities and authority:

1. Recommend to the Board nominees for election as directors, either to fill vacancies between meetings of shareholders or for election by shareholders;
2. Search for, recruit, screen, interview and select candidates for new directors as necessary to fill vacancies or fulfill the additional needs of the Board, and consider management’s and stockholders’ recommendations for director candidates;
3. Have the sole authority to retain any search firm to be used to identify director candidates, including the sole authority to approve the search firm’s fees and other retention terms;
4. Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board;
5. Establish and periodically evaluate criteria for Board membership and selection of new directors, including the establishment of “independence” standards, and determine as necessary the skills, experience, perspective and background required for the effective functioning of the Board;
6. Recommend annually to the Board director nominees for each Board committee, taking into account the listing standards of the Nasdaq Stock Market and applicable laws, rules and regulations, and advise the Board on appointment or removal of Board members from committees;

7. Periodically review whether individual independent directors continue to satisfy the independence standards adopted by the Board, the SEC, and the Nasdaq Stock Market.
8. Recommend to the Board to take steps leading to the resignation or removal of a director where appropriate;
9. Review the Board's policies for director compensation and stock ownership, and recommend to the Board compensation programs for directors;
10. Evaluate the Committee's performance and Charter at least annually, and recommend to the Board such modifications to the Charter as the Committee deems necessary or appropriate;
11. Obtain advice and assistance from internal or outside legal, accounting or other advisors;
12. Perform such other functions within the scope of the foregoing which the Committee deems appropriate to undertake from time to time.

## Definition of Independent Director

As of November 4, 2003, an Independent Director is defined by Nasdaq as follows: a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship which, in the opinion of the company's board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following persons shall not be considered independent:

(A) a director who is, or at any time during the past three years was, employed by the company or by any parent or subsidiary<sup>1</sup> of the company;

(B) a director who accepted or who has a Family Member<sup>2</sup> who accepted any payments from the company or any parent or subsidiary of the company in excess of \$60,000 during the current or any of the past three fiscal years, other than the following:

- (i) compensation for board or board committee service;
- (ii) payments arising solely from investments in the company's securities;
- (iii) compensation paid to a Family Member who is a non-executive employee of the company or a parent or subsidiary of the company;
- (iv) benefits under a tax-qualified retirement plan or non-discretionary compensation; or
- (v) loans permitted under Section 13(k) of the Act.

(C) a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the company or by any parent or subsidiary of the company as an executive officer.;

(D) a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the company made, or from which the company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:

- (i) payments arising solely from investments in the company's securities;  
or
- (ii) payments under non-discretionary charitable contribution matching programs.

(E) a director of the listed company who is, or has a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the

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<sup>1</sup> The reference to "parent or subsidiary" is intended to cover entities the issuer controls and consolidates with the issuer's financial statements as filed with the U.S. Securities and Exchange Commission (but not if the issuer reflects such entity solely as an investment in its financial statements).

<sup>2</sup> "Family Member" refers to a person's spouse, parents, children and siblings whether by blood, marriage or adoption or anyone who shares the same residence with the director. The reference to "marriage" is intended to capture relationships that arise as a result of marriage, such as "in-law" relationships.

executive officers of the listed company serve on the compensation committee of such other entity; or

(F) a director who is, or has a Family Member who is, a current partner of the company's outside auditor, or was a partner or employee of the company's outside auditor who worked on the company's audit at any time during any of the past three years.

See Nasdaq MarketPlace Rule 4200

