

Zetex plc

**TERMS OF REFERENCE OF
THE NOMINATION COMMITTEE
OF THE BOARD APPOINTED UNDER ARTICLE 133**

1 Objective

The Committee shall be a committee of the Board and whose principal responsibility shall be to identify and recommend to the Board new appointments.

2 Terms of Reference

To identify and nominate candidates for the approval of the Board, to fill Board vacancies as and when they arise as well as put in place plans for succession, in particular, of the Chairman and the Chief Executive.

3 Constitution

<i>Prof M J Norton (Chairman)</i>	<i>- non-executive director</i>
<i>E P Airey</i>	<i>- non-executive director</i>
<i>R E Venter</i>	<i>- non-executive director</i>
<i>H Rohrer</i>	<i>- Executive director</i>

3.1 *A meeting of the Committee may be called by any member of the Committee or by the Secretary.*

3.2 *If the Chairman of the Committee is not present at a meeting the members present shall elect one of their members as Chairman of the meeting.*

3.3 *The Company Secretary shall be secretary of the Committee.*

3.4 *The Committee shall have power to invite such other persons as it deems necessary or expedient to attend its meetings.*

3.5 *The power of appointing and removing members of the Committee shall be exercised by the Board.*

4 Transaction of Business

4.1 *The quorum for meetings shall be two of whom at least one must be a non-executive director. The Chairman shall not have a second or casting vote.*

4.2 *In accordance with Article 161 of the Articles of Association of the Company, a Meeting of the Nomination Committee may be validly held notwithstanding that such Committee Members may not be in the same place provided that:*

a) *they are in constant communication with each other throughout by telephone, voice with video link or other form of communication.*

4.3 *In accordance with Article 162 of the Articles of Association of the Company, a resolution in writing signed by all the members of the Committee for the time being shall be as valid and effectual as a resolution passed at a Meeting of the Committee duly called and constituted. Such resolution may be contained in one document or in several documents in the like form each signed by one or more of the Members of the Committee.*

4.4 *The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on The Committee's activities.*

5 Minutes

The Committee shall cause minutes to be kept of the names of the members of the Committee present and of the resolutions and proceedings at each of its meetings

6 Report

The Committee shall prepare a report of its activities for consideration by the Board, arising from its regular meetings. Additionally, the Committee shall prepare a report for inclusion in the Company's Annual Report describing the work of the Committee including the process it has used in relation to Board appointments, in accordance with Provision A.4.6 of the Combined Code.

7 Frequency

The Committee shall meet as frequently as it considers necessary to fulfil its terms of reference but at least once in every year.