

**TERMS OF REFERENCE FOR A NOMINATION COMMITTEE  
OF THE BOARD OF SPECTRIS plc**

**1. Constitution**

The Nomination Committee shall be formed under the provisions of Article 119 of the Company's Articles of Association and shall conduct itself as prescribed therein.

**2. Membership**

The Committee shall consist of the Chairman, the Chief Executive and all Non-Executive Directors. The Chairman shall chair the Committee, save in relation to the appointment of a successor, when the Committee shall be chaired by the Senior Independent Director. In the absence of the Chairman (or Senior Independent Director, as appropriate) the remaining members present shall elect one of themselves to chair the meeting.

**3. Secretary**

The Company Secretary or his or her nominee shall act as the Secretary of the Committee.

**4. Quorum**

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

**5. Meetings**

The Committee shall meet as required to carry out its duties.

**6. Notice of Meetings**

- (a) Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chairman;
- (b) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the

meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## **7. Minutes of Meetings**

- (a) The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance;
- (b) Draft minutes of Committee meetings shall be circulated promptly to the Chairman of the Committee for review and comment. Once approved, minutes shall be circulated to all other members of the Board.

## **8. Annual General Meeting**

The Chairman shall attend the Annual General Meeting to answer any shareholder questions on the Committee's activities.

## **9. Duties**

The Committee shall:

- (a) regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
- (b) 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 the skills and expertise needed on the Board in the future;
- (c) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (d) be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- (e) before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity 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:
  - (i) use open advertising or the services of external advisers to facilitate the search; and
  - (ii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, taking care that appointees have enough time available to devote to the position;
- (f) for the appointment of a Chairman, the Committee should prepare a job specification, including the time commitment expected. A proposed

Chairman's other significant commitments should be disclosed to the Board before appointment and any changes to such commitments should be reported to the Board as they arise;

- (g) require that any proposed appointee disclose any other business interests that may result in a conflict of interest;
- (h) ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings;
- (i) review the results of the Board performance evaluation process insofar as these relate to the composition of the Board;
- (j) review from time to time the commitment required from the Chairman and Non-Executive Directors.

The Committee shall also make recommendations to the Board concerning:

- (a) plans for succession for both Executive and Non-Executive Directors and in particular for the key roles of Chairman and Chief Executive;
- (b) suitable candidates for the role of Senior Independent Director;
- (c) the re-appointment of the Chairman and any Non-Executive Director at the conclusion of their specified (triannual) 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 and the need for progressive refreshing of the Board;
- (d) any matters relating to the continuation in office of any director 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.

## **10. Reporting Responsibilities**

- (a) The Chairman shall through circulation of the minutes and if necessary presentation, report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;
- (b) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;
- (c) A section of the annual Directors' Report shall describe the Committee's activities and the process used to make appointments and explain if external advice or open advertising has not been used for appointment;
- (d) These Terms of Reference shall be made available on request and published on the Company's website.

## **11. Other Matters**

The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- (c) give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate;
- (d) arrange for periodic reviews of its own performance and its 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.

## **12. Authority**

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference.

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