

BRADY PUBLIC LIMITED COMPANY

CORPORATE GOVERNANCE

TERMS OF REFERENCE OF THE NOMINATIONS COMMITTEE

1. MEMBERSHIP

1.1 The members of the Committee shall be appointed by the board of directors of the Company (the "Board"), shall include all of the non-executive directors of the Company and shall consist of not less than 2 members. In accordance with the provisions of the Combined Code of Principles of Good Governance and Code of Best Practice, known as the Combined Code the members of the Committee will be listed each year in the Board's report to shareholders.

1.2 The quorum for decisions of the Committee shall be any 2 members.

1.3 The Chairman of the Committee shall be the Chairman of the Board or such non-executive director as the Committee shall elect.

2. CONDUCT OF BUSINESS

2.1 All members of the Committee shall normally attend meetings of the Committee.

2.2 The Company shall, at the request of the Committee, provide the services of a secretary to the Committee.

2.3 Meetings of the Committee shall be held as and when circumstances require.

2.4 Any member of the Committee may request a meeting if he or she considers one is necessary and may request the attendance of any professional advisers to the Company or any other attendees.

2.5 The secretary shall circulate the minutes of the Committee's meetings to all members of the Board.

3. PURPOSE

The purpose of the Committee is to:

(a) Review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any recommendations.

(b) Be responsible for identifying and nominating candidates for the approval of the Board, to fill board vacancies as and when they arise.

(c) Draft a description of the role and capabilities required for a particular appointment having evaluated the balance of skills, knowledge and experience necessary.

(d) Give consideration to succession planning for directors and other senior executives, taking into account the challenges and opportunities facing the Company and the skills and expertise that may be required in the future.

(e) Keep under review the leadership needs of the Company, both executive and non-executive, to ensure the continued ability of the Company to compete effectively in the market.

(f) Ensure on appointment that a candidate has sufficient time to undertake the role and review of his commitments.

(g) Make recommendations to the Board:

- (i) concerning any matters relating to the continuation in office of the Company Secretary or any director at any time including the suspension or termination of service of an executive director as an employee of the Company or any of its subsidiaries subject to the provisions of applicable law and his or her service contract;
- (ii) concerning the appointment of any director, and
- (iii) detailing items that should be published in the Company's annual report relating to the activities of the Committee.

4. AUTHORITY

The Board authorises the Committee:

(a) to investigate any matter within its terms of reference and seek any information it requires from any employee or director and all employees and directors are directed to co-operate with any such request by the Committee; and

(b) to obtain independent professional advice at the cost of the Company, in accordance with the Company's guidelines in effect from time to time; and

(c) to secure the attendance of independent professional advisers or other parties at Committee meetings with relevant experience and expertise if the Committee considers this necessary.

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