

Administration Committee – Terms of Reference

1. Purpose of the Committee

In summary, the Committee has delegated authority from the Board to deal with items of a routine and administrative nature as set out below.

2. Membership

The members of the Committee shall be at least two directors.

2.1 The quorum of the Committee shall be two members.

2.1 The chairman of meetings of the Administration Committee is the Chairman of the Board if present or him failing the Chief Executive if present or him failing the Finance Director if present or him failing such member present as the Administration Committee members present shall decide.

3. Secretary

The Company Secretary of the Company or his or her nominee shall be Secretary to the Committee.

4. Frequency of meetings

Meetings shall be held as and when required.

4.1 Meetings may be convened by the Company Secretary, or by any Director by notice to any two Directors of whom one may be the Director convening the meeting. It is not necessary for the notice to be given to all Directors.

4.2 Written resolutions, signed by two Directors acting as members of the Committee, shall be as effective as if a meeting had been held in person.

5. Duties

The Committee shall meet to execute items relating to the following matters:

5.1 Deeds of amendment to the Oxford Instruments Pension Scheme;

5.2 Banking arrangements including guarantees, facilities, foreign exchange, and overdrafts;

5.3 The formal approval of the preliminary and half year results including the approval of any dividend payments, the balance sheet, the profit and loss account of Oxford Instruments plc and the calling of any general meeting of the shareholders;

5.4 Amendments to the Company's share schemes;

5.5 The granting and exercise of options under the company's share schemes;

5.6 Powers of attorney;

5.7 Freehold and leasehold property matters;

5.8 The exercise of the Company's powers to appoint and remove directors of subsidiary companies and directors of other companies of which the company is entitled to appoint directors;

5.9 Matters delegated to it by the main Board; and

5.10 Other minor matters requiring approval

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6. Reporting Responsibilities

The Committee shall compile a report for the main Board of Directors of the meetings held between each of the scheduled meetings of the main Board.

The Committee's duties and activities during the year shall be disclosed in the annual Report and Accounts.

7. Other Matters

The Committee shall review regularly its constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.