



AEA Technology plc
APPROVAL COMMITTEE
TERMS OF REFERENCE

Any two directors will be regarded as constituting the Approval Committee, and the secretary will be the Company Secretary.

The terms of reference of the Committee are to meet as and when needed to approve matters which relate to day to day operations of the business of the Company or to satisfy local regulatory requirements and which require formal approval by the Board but which are not of such substance as to require their being referred to the full Board.

The Committee is empowered by the Board, but without limitation and without prejudice to the generality of the foregoing, to do the following on behalf of the Board:

- i) execute documents (including, without limitation, powers of attorney) as deeds;
- ii) witness the affixation of the Company Seal to any document to which the Seal is required to be affixed;
- iii) execute documents required to be approved by a notary public or similar authorised official; and
- iv) approve and do any such other actions or things as the Committee may consider necessary or desirable within its terms of reference.

The Committee should take advice from the Secretary as to its proceedings and keep minutes of its proceedings. If the Committee is in any doubt as to what action to take or whether such action is within its authority, it must refer the matter automatically to the full Board.

The Secretary will circulate a written record of actions taken by the Committee on a quarterly basis, with the exception of routine share allotments relating to the exercise of options under the SAYE scheme. Any Board member has the right to ask questions about a particular action from the directors who took the decision.

Approved by the Board 24 April 2008