

FIBERWEB PLC

NOMINATION COMMITTEE TERMS OF REFERENCE

The terms of reference of the Nomination Committee of the Board were adopted at a Meeting of the Board of Directors on 31 August 2006 (amended 2008).

1. Membership

- 1.1 The Nomination Committee shall comprise of three non-executive directors and one executive director.
- 1.2 The quorum shall be one non-executive director and one executive director.
- 1.3 The Chairman of the Committee shall be appointed by the Board.
- 1.4 Directors who are not members of the Nomination Committee may attend on request if all Committee members present agree.

2. Meetings

- 2.1 The Nomination Committee shall meet as often as may be necessary to discharge its duties.
- 2.2 The Chairman of the Committee shall call a meeting at the request of any member of the Board.
- 2.3 It is the responsibility of the Chairman of the Committee to decide what data he or she considers necessary for the purpose of any discussion, to obtain such data for the Committee and to see that it is circulated to the Committee.
- 2.4 The Company Secretary shall be Secretary of the Committee
- 2.5 Minutes of Nomination Committee meetings shall be circulated to all Board members.

3. Authority

- 3.1 The Nomination Committee is authorised to pursue any activity within its terms of reference.

- 3.2 The Nomination Committee is authorised to obtain market data, commission surveys and seek independent advice as may be required to assist in carrying out its duties. The Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.

4. Duties

- 4.1 It is the principal duty of the Nomination Committee to lead the process for board appointments and make recommendations to the Board regarding the appointment of executive and non-executive directors.
- 4.2 The Committee is responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- 4.3 Before making an appointment, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- 4.4 The Committee shall:

As part of the process for nominating candidates for appointment, obtain details of and review any interests the candidate may have which conflict or may conflict with the interests of the Company. The Committee shall consider whether, despite any such conflict, there are nevertheless grounds for recommending the candidate for appointment and for the Board to authorise the relevant conflict. The Committee shall as part of any proposal to the Board for appointment of the relevant candidate explain these grounds and make recommendations as to the terms and conditions on which any authorisation of the conflict should be given by the Board.

- 4.5 The Committee shall in addition in relation to conflicts of interest and potential conflicts of interests of directors:
- 4.5.1 In respect of each director, review any interests the director may have which conflict or may conflict with the interests of the Company.
- 4.5.2 Consider whether any such conflict should be authorised and, if so, authorise such conflict upon such terms and conditions as the Committee considers appropriate. In the case of any such conflict which the Committee considers to be material, the Committee shall make recommendations to the Board as to whether such conflict should be authorised and, if so, as to the terms and conditions on which any such authorisation should be given by the Board.
- 4.5.3 Review on an annual or more regular basis if appropriate, any authorisation given by the Board or Committee in order to determine whether the authorisation given should stand on the terms and conditions on which it has been given or whether additional terms and conditions should be imposed or whether the authorisation

should be revoked (subject to giving the relevant director notice of the proposed revocation).

- 4.5.4 In the case of review of the interests of, and authorisations given by the Board or Committee to, members of the Committee, the affected director shall not participate in the review or in discussions or decisions of the committee which relate to that director.

Notes:

- Only those directors (the “Independent Directors”) who do not have an interest in the situation of conflict being considered should be able to vote and count in the quorum in connection with the authorisation.
- When considering whether to give an authorisation, the Independent Directors should themselves comply with their own duties to the Company (for example, the duty to act in a way they consider, in good faith, will be most likely to promote the success of the Company).
- The Independent Directors should consider whether to exclude any of the non-Independent Directors from the meeting altogether whilst the conflict is under consideration.