

# **Artesyn Technologies, Inc.**

## **Compensation and Stock Option Committee Charter**

July 2003

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### **I. Purpose**

The primary purpose of the Compensation and Stock Option Committee (the "Committee") is: (i) to assist the Company's Board of Directors (the "Board") in discharging its responsibilities in respect of compensation of the Company's executive officers; and (ii) to produce an annual report for inclusion in the Company's proxy statement on executive compensation.

### **II. Composition and Qualifications**

The Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be "independent" under the rules of the Nasdaq Stock Market. Additionally, no director may serve unless he or she (i) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

### **III. Appointment and Removal**

The members of the Committee shall be appointed by the Board and may be removed and/or replaced by the Board in its sole discretion. The Committee's Chairperson shall be designated by the Board or, if it does not do so, by a vote of a majority of the Committee's members.

### **IV. Structure and Meetings**

The Chairperson will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board on its activities. These reports will generally occur after each Committee meeting or at such other times as the Committee deems appropriate.

### **V. Duties and Responsibilities**

1. The Committee shall produce an annual report on executive compensation for inclusion in the Company's proxy statement.
2. The Committee shall review and approve corporate goals and objectives relevant to CEO compensation; evaluate the CEO's performance in light of these goals and objectives; and set the CEO's compensation level based on this evaluation. In

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determining the long-term incentive compensation of the CEO, the Committee will consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEOs in past years.

3. The Committee shall annually review and make recommendations to the Board with respect to the compensation of officers and other key executives of the Company, including incentive compensation plans and equity-based plans.
4. The Committee shall fix and determine awards to employees of stock or stock options pursuant to any of the Company's employee stock option or stock-related plans now or from time to time hereafter in effect and exercise such other power and authority as may be permitted or required under such plans.
5. The Committee shall from time to time review and make recommendations to the Board with respect to the compensation of directors.
6. The Committee may form and delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.
7. The Committee shall from time to time review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

### **VI. Advisors**

The Committee shall have the exclusive authority, at the expense of the Company, to retain (including authority to approve fees and other retention terms) any compensation consultants to be used to assist the Committee in the evaluation of director, CEO or senior executive compensation, and such independent consulting, legal and other advisors as it shall deem appropriate.

### **VII. Performance Evaluation**

The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.

### **VIII. Disclosure of Charter**

This Charter will be made available on the Company's website at [www.artesyn.com](http://www.artesyn.com).