

Artesyn Technologies, Inc.
Governance and Nominating Committee Charter

July 2003

I. Purpose

The Governance and Nominating Committee (the "Committee") shall provide assistance to the Company's Board of Directors (the "Board") in fulfilling its responsibility with respect to the corporate governance of the Company including:

Identification and recommendation of qualified candidates for election to the Board and its committees; and

Recommendation of appropriate policies and procedures to ensure the effective functioning of the Board.

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 ("Nasdaq") and such other standards as may be established by the Committee.

III. Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed and/or replaced by the Board, with or without cause, in its sole discretion.

Chairman. 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.

Subcommittees. The Committee may form and delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.

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.

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V. Duties and Responsibilities

The duties and responsibilities enumerated in this Section V shall be the common recurring activities of the Committee in carrying out its purposes. The Committee shall also carry out any other duties and responsibilities delegated to it by the Board from time to time.

1. The Committee shall determine, as from time to time deemed appropriate, the criteria for qualification and selection of directors for election to the Board, identify and evaluate possible candidates against such criteria, evaluate matters relating to the recruitment of directors, and assist the Board as requested in attracting and retaining qualified members for the Board.
2. The Committee shall recommend to the Board the slate of nominees of directors to be elected by the stockholders and any nominee proposed to be elected by the Board to fill a vacancy.
3. As from time to time deemed appropriate, the Committee shall recommend to the Board the directors to be selected for membership on board committees.
4. The Committee shall develop and make recommendations to the Board for approval, standards and processes for determining the independence of Board members that meet the requirements of Nasdaq and any other applicable law or regulation.

VI. Advisors

The Committee shall have full authority to retain outside legal, accounting or other advisors in carrying out its duties and responsibilities, and sole authority to retain and terminate any search firm to be used to identify director candidates. As part of this authority, the Committee shall be authorized to approve the fees payable to such advisors and firms and any other terms of retention, and the Company shall provide the funding determined appropriate by the Committee for any such advisors and firms.

VII. Performance Evaluation and Charter Review

The Committee shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board concerning any amendments to this Charter. Amendments to this Charter shall be subject to Board approval.

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VIII. Disclosure of Charter

This Charter will be made available on the Company's website at www.artesyn.com.