

**THERMO ELECTRON CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

A. PURPOSE

The purpose of the Nominating and Corporate Governance Committee is to:

- Identify individuals qualified to become Board of Directors members;
- Recommend to the Board of Directors the persons to be nominated by the Board of Directors for election as directors at the annual meeting of stockholders; and
- Develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Nominating and Corporate Governance Committee shall consist of at least two members of the Board of Directors.
2. Independence. Except as otherwise permitted by the applicable rules of the New York Stock Exchange, each member of the Nominating and Corporate Governance Committee shall be “independent” as defined by such rules.
3. Chair. Unless the Board of Directors elects a Chair of the Nominating and Corporate Governance Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Nominating and Corporate Governance Committee members shall be as determined by the Board of Directors.
5. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board of Directors, upon the recommendation of the Committee. The Board of Directors may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause.

C. AUTHORITY AND RESPONSIBILITIES

Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Nominating and Corporate Governance Committee shall be

responsible for (i) identifying individuals qualified to become members of the Board of Directors and (ii) recommending to the Board of Directors the persons to be nominated by the Board of Directors for election as directors at the annual meeting of stockholders and the persons to be elected by the Board of Directors to fill any vacancies on the Board of Directors.

2. Criteria for Selecting Directors. The Board of Directors' criteria for selecting directors are as set forth in the Company's Corporate Governance Guidelines. The Nominating and Corporate Governance Committee shall use such criteria and the principles to guide its director selection process. The Committee shall, from time to time as it deems appropriate, review the requisite skills and criteria for new Board of Directors members as well as the composition of the Board of Directors as a whole.
3. Search Firms. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of any search firm engaged by the Committee.
4. Selection of Committee Members. After receiving input from the Chairman of the Board, the Nominating and Corporate Governance Committee shall be responsible for recommending to the Board of Directors the directors to be appointed to each committee of the Board of Directors.

Corporate Governance

5. Corporate Governance Guidelines. The Nominating and Corporate Governance Committee shall develop and recommend to the Board of Directors a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board of Directors for approval.

Evaluation of the Board and Management; Succession Planning

6. Evaluation of the Board. The Nominating and Corporate Governance Committee shall be responsible for overseeing an annual self-evaluation of the Board of Directors to determine whether the Board of Directors and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and discuss the evaluation with the Board of Directors.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Nominating and Corporate Governance Committee shall report regularly to the Board of Directors.
4. Charter. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
5. Independent Advisors. The Nominating and Corporate Governance Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. The Nominating and Corporate Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Annual Self-Evaluation. At least annually, the Nominating and Corporate Governance Committee shall evaluate its own performance.