

PREFORMED LINE PRODUCTS COMPANY

NOMINATING COMMITTEE CHARTER

I. Purpose

The Nominating Committee ("Committee") of Preformed Line Products Company ("Company") is appointed by the Company's Board of Directors ("Board") to assist the Board in conducting the nomination and selection process for directors.

II. Committee Membership

The Committee will be composed solely of directors that satisfy the definition of "independent" and other requirements under the listing standards of The Nasdaq Stock Market ("Nasdaq").

The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Chairman of the Committee will be elected by the members of the Committee. The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate. Each such subcommittee shall consist of one or more members of the Committee. The Committee shall also have the authority to delegate any of its administrative or other responsibilities to executive officers or other employees of the Company where such delegation is consistent with applicable law and Nasdaq listing standards.

III. Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. The Committee may meet periodically in executive session without Company management present. The Committee will cause to be kept adequate minutes of its proceedings and will report on its actions and activities at the next Board meeting. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the articles or the code of regulations of the Company, or (c) the laws of the State of Ohio.

IV. Committee Authority and Responsibilities

The Committee's responsibilities shall include, but not be limited to, the following:

- 4.1 Determining the qualifications, qualities, skills and other expertise required to be a Company director ("Director Criteria");
- 4.2 Identifying and evaluating individuals qualified for Board nomination, consistent with the Director Criteria;
- 4.3 Developing and recommending to the Board for approval, if the Committee deems appropriate, any director independence standards in addition to those required by Nasdaq;
- 4.4 Reviewing, analyzing and reporting annually to the Board regarding all relationships of the directors with the Company that could impair their (a) independence as defined in applicable Nasdaq rules and regulations or any other applicable standards established by the Board, (b) status as an "outside director" for purposes of Section 162(m), and (c) status as a non-employee director under Section 16 of the Exchange Act;
- 4.5 Considering any director candidates recommended by the Company's shareholders pursuant to the procedures described in the Company's proxy statement and considering any nominations of director candidates validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents;
- 4.6 Recommending to the Board the director nominees to be submitted to a shareholder vote at the annual meeting of shareholders; and
- 4.7 If a vacancy on the Board and/or any Board committee occurs, identifying and recommending to the Board the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board.

V. Administration and Reporting

- 5.1 The Committee shall have the sole authority to retain, compensate,

direct, oversee or terminate consultants, legal counsel and other advisors to assist the Committee in carrying out its responsibilities under this charter, including sole authority to approve the advisor's fees and other retention terms, such fees to be borne by the Company. In selecting any consultant, legal counsel or other advisor (other than in-house legal counsel), the Committee should take into consideration specific independence factors identified in the listing standards established by Nasdaq.

- 5.2 The Committee will make regular reports to the Board and will propose any necessary action to the Board.
- 5.3 The Committee will review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
- 5.4 The Committee will evaluate the Committee's own performance and provide a report on such evaluation to the Board.
- 5.5 Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.