

Charter of the Disclosure Committee of Cambridge Display Technology, Inc.

This Charter sets forth, among other things, the purpose, membership and duties and responsibilities of the Disclosure Committee (the “**Committee**”) of Cambridge Display Technology, Inc. (the “**Corporation**”).

1. Purpose

The purpose of the Committee is to ensure that (a) disclosures made by the Corporation to its securityholders and the investment community are accurate and complete, (b) such disclosures fairly present the Corporation’s financial condition and results of operations in all material respects, and (c) such disclosures are made on a timely basis as required by applicable law and the requirements of The Nasdaq Stock Market, Inc.

2. Membership

The membership of the Committee shall initially consist of the Chief Executive Officer, the Director of Legal & Intellectual Property, the Director of Finance. Such members may be replaced, or new members added, at any time and from time to time, by the Committee.

3. Structure and Operations

The Committee shall designate one member of the Committee as its chairperson. David Fyfe shall serve as the initial chairperson of the Committee. The Committee may create one or more subcommittees, consisting of members of the Committee and/or other officers or employees of the Corporation and its subsidiaries designated from time to time by a majority of the members of the Committee. The Committee, in its discretion, may delegate all or a portion of its duties and responsibilities to such subcommittees. The Committee may designate two or more officers, at least one of whom shall be knowledgeable about financial reporting, who can, acting together, make determinations regarding the materiality of information and can approve disclosures, including the Corporation’s (i) periodic and current reports, proxy statements, information statements, registration statements and any other information filed with the Securities and Exchange Commission (the “**SEC**”), (ii) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Corporation’s securityholders, (iii) correspondence broadly disseminated to stockholders and all presentations to analysts and the investment community and (iv) presentations to rating agencies and lenders (collectively, the “**Disclosure Statements**”) when time does not permit the full Committee to meet.

The Committee shall meet as frequently as circumstances dictate to (i) ensure the accuracy and completeness of Disclosure Statements and (ii) evaluate the Disclosure Controls and Procedures (hereinafter defined) and determine whether any changes to the Disclosure Controls and Procedures are necessary or advisable in connection with the preparation of the Corporation's periodic reports or other Disclosure Statements. The Committee may have such additional meetings as the Committee chairperson or a majority of the Committee's members deem necessary or desirable. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other. The Committee may invite such officers and employees of the Corporation and its subsidiaries to its meetings as it may deem desirable or appropriate.

4. Duties and Responsibilities

The Committee's duties and responsibilities shall include each of the items enumerated in this Section 4 and such other matters as may from time to time be delegated to the Committee by the Board. The Committee shall:

(a) Continue to establish and formalize controls and other procedures (which may include procedures currently used by the Corporation) to ensure that (i) information required by the Corporation to be disclosed to the SEC and other written information that the Corporation will disclose to the investment community is recorded, processed, summarized and reported accurately and on a timely basis and (ii) information is accumulated and communicated to management, including to the members of the Committee, as appropriate, to allow timely decisions regarding such required disclosures ("**Disclosure Controls and Procedures**").

(b) Establish, formalize and oversee procedures for preparing and reviewing the Corporation's Annual Report on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the "**periodic reports**"), each Current Report on Form 8-K and all other filings with or submissions to the SEC.

(c) Review and supervise, to the extent practicable, the preparation of the Corporation's other Disclosure Statements.

(d) Review and, as appropriate, revise the Corporation's disclosure policies, including, without limitation, for the Corporation's website.

(e) Form working groups, consisting of officers and employees of the Corporation and its subsidiaries ("**Management Working Groups**") to implement such Disclosure Controls and Procedures and otherwise evaluate and revise the Corporation's Disclosure Controls and Procedures.

- (f) Oversee the work of such Management Working Groups.
- (g) Evaluate the effectiveness of the Corporation's Disclosure Controls within 90 days prior to the filing of the Corporation's periodic reports.
- (h) If required, provide a certification, or cause any Management Working Group or any member thereof, to provide a certification, to the Chief Executive Officer and the Chief Financial Officer prior to the filing of each periodic report with the SEC as to (i) the disclosures to be made by the Corporation in any such periodic report and (ii) the quality and effectiveness of the Disclosure Controls and Procedures.
- (i) Review and assess this Charter annually and recommend any proposed changes to the Board of Directors for approval.

The Committee shall also have such other responsibilities as the Board of Directors may assign to it from time to time. In discharging its duties, the Committee shall have full access to all Corporation books, records, facilities, and personnel.

5. Authority and Resources

The Committee may, without further approval by the Board, obtain such advice and assistance from outside legal, accounting or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any legal or other advisor retained by the Committee may, but need not, be otherwise engaged by the Corporation for any other purpose.

The Corporation shall pay to legal, accounting or other advisors retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.