

Nominating & Corporate Governance Committee Charter

Purpose

The Nominating & Corporate Governance Committee (the “Committee”) has been established by the Board of Directors (the “Board”) of RCM Technologies, Inc. (the “Company”). The Committee shall assist the Board in fulfilling its fiduciary responsibilities by advising the Board with respect to corporate governance matters as well as the nomination or re-nomination of Director candidates. The Committee’s charge includes overseeing the Board’s review and consideration of shareholder recommendations for Director candidates. The Committee shall also oversee the Board’s annual self-evaluation.

Membership; Independence

The Board shall appoint a minimum of two (2) Directors to serve on the Committee and shall designate one of the Committee members to serve as the Chair of the Committee. All members of the Committee shall be, in the judgment of the Board, independent in accordance with NASDAQ listing standards.

Vacancies on the Committee shall be filled by a vote of the Board. The Board may remove a member of the Committee at its discretion. Any member of the Committee may resign at any time by delivering a letter of resignation to the Chairman of the Board, with a copy to the Lead Independent Director (if applicable), the Chair of the Committee and the Secretary of the Company. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, then it shall take effect immediately upon its receipt by the Chairman of the Board; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee Resources

The Committee shall have the sole authority to select, retain and supervise any advisors as the Committee deems necessary, in its discretion, to fulfill its mandates under this Charter. The Committee shall also have the authority to compensate, at the expense of the Company, such advisors and employ such resources as are necessary to fulfill its mandates under this Charter. Without limiting the foregoing, the Committee shall have the authority to retain and terminate any search firm to be used to identify Director candidates, including the authority to approve any such search firm’s fees and other retention terms. The Committee shall notify the Lead Independent Director or, in the absence of a Lead Independent Director, the Chairman of the Board, promptly upon the retention of any outside advisor.

Operations

- (a) A majority of all of the members of the Committee may establish rules of procedure in addition to those set forth in this Charter;
- (b) The Committee shall meet a sufficient number of times in order to carry out the mandated requirements of this Charter, but no less than two times each year, and more frequently as needed;

- (c) Regular meetings of the Committee shall be scheduled and held with scheduling preference given to those dates upon which there is a regularly scheduled meeting of the Board of Directors;
- (d) Meetings may be called by the Chair of the Committee or a majority of the members of the Committee;
- (e) The Committee may hold meetings in person or via telephone;
- (f) A majority of the members of the Committee shall constitute a quorum;
- (g) Any action, other than the establishment of additional rules of procedure for the Committee, adopted by a majority of the Committee members present at a meeting at which a quorum is present, shall be an act of the Committee;
- (h) The Committee may act through unanimous written consent in lieu of any meeting;
- (i) The Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be sent to each member of the Board and filed with the corporate records of the Company;
- (j) The Committee may delegate any of its responsibilities to one or more subcommittees as the Committee may deem appropriate in its sole discretion; and
- (k) The Committee shall meet periodically, and at least once each year, in separate executive sessions during regularly scheduled meetings to discuss any matter that the Committee believes should be discussed privately.

Duties and Responsibilities

The Committee shall, in addition to any other duties or responsibilities the Board may from time to time delegate to the Committee, have the following duties and responsibilities:

- (a) Identifying and assisting in recruiting individuals qualified to become Board members, consistent with criteria approved by the Board;
- (b) Reviewing any Company policy related to shareholder recommendations for Director nominees and making recommendations for approval by the Board with respect thereto;
- (c) Reviewing shareholder recommendations for Director candidates and making recommendations for approval by the Board with respect thereto;
- (d) After consulting with other Board members as appropriate, recommending for approval by the Board individuals to be nominated for election to the Board at the next annual meeting of shareholders;
- (e) Making recommendations for approval by the Board with respect to Director independence, including overseeing the Board's annual evaluation of the independence of each Director;

- (f) Developing, and recommending for approval by the Board, a set of corporate governance guidelines applicable to the Company, and reviewing and making recommendations for approval by the Board for revisions to the corporate governance guidelines at least annually;
- (g) Making recommendations for approval by the Board with respect to the appointment of directors to committees of the Board and the appointment of a Chair of each committee;
- (h) Regularly reporting its actions and recommendations to the Board;
- (i) Overseeing Director orientation and continuing education programs;
- (j) Overseeing the annual self-evaluation of the Board;
- (k) Evaluating its performance annually and reporting its findings to the Board; and
- (l) Reviewing this Charter annually and recommending any proposed changes to the Board for approval.