

## **TWIN DISC, INCORPORATED**

### **Nominating and Governance Committee Charter**

#### **I. Purpose**

The Nominating and Governance Committee recommends nominees for the Board and its committees to the Board of Directors. The Committee will consider nominees recommended by shareholders in writing to the Secretary. In addition, the Committee develops and recommends to the Board a set of effective corporate governance policies and procedures applicable to the Company; and reviews proposed changes in corporate structure and governance, committee structure and function, and meeting schedules, making recommendations to the Board as appropriate.

#### **II. Organization**

Committee members shall be elected by the Board at the October meeting of the Board of Directors; members shall serve until their successors shall be duly elected and qualified. The Committee shall be comprised of only independent directors, each of whom shall satisfy the applicable independence requirements of Section 10A of the Securities Exchange Act of 1934, The NASDAQ Stock Exchange, and any other regulatory requirements. The Committee's chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chairman by vote of a majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

#### **III. Structure and Meetings**

The chairperson of the Nominating and Governance Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee and management, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson will ensure that the agenda for each meeting is circulated in advance of the meeting. The Committee will meet at least two times each year.

#### **IV. Goals and Responsibilities**

##### **A. General Responsibilities.**

1. The Committee develops criteria for the selection of Director nominees and recommends to the Board the individuals qualified for Director status.
2. The Committee develops and recommends to the Board a set of corporate governance guidelines and practices.

3. The Committee reports committee action to the full board of directors and may make appropriate recommendations.
4. The Committee Chairman has the power to call a committee meeting whenever he or she thinks there is a need. The Committee may ask members of management or others to attend the meeting and is authorized to receive all pertinent information from management.

**B. Responsibilities for the identification of qualified Board members and selection of Director nominees.**

1. The Committee will prepare and implement the Board's selection criteria for Directors.
2. The Committee will review possible candidates for Board membership who meet the Board's criteria for "independence."
3. The Committee will annually recommend a slate of nominees to the Board with respect to nominations for the Board at the annual meeting of the Company's stockholders.
4. The Committee will have authority to retain and terminate any search firm to be used to identify Director candidates, including authority to approve search firm's fees and other retention terms.

**C. Responsibilities for the development and implementation of corporate governance principles and policies.**

1. The Committee will develop and recommend to the Board a set of effective corporate governance policies and procedures applicable to the Company.
2. The Committee, in consultation with the Chairman, will ensure that the Audit Committee and the Compensation and Human Capital Committee have the benefit of qualified and experienced independent Directors.
3. The Committee will provide general advice to the Board on corporate governance matters.

**D. Periodic Responsibilities.**

1. The Committee will annually perform a Board performance evaluation and will confirm that a process for the annual evaluation of management exists and is followed. The Board performance

evaluation will be administered by the Chairman of the Board with oversight from the Committee.

2. The Committee will advise the Board on (a) committee member qualifications, (b) committee member appointments and removals, and (c) committee structure and operations.
3. The Committee shall oversee management's orientation program for new directors and satisfy itself that all Directors are well informed on emerging issues affecting the Company.
4. The Committee will annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. The Committee shall perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deems appropriate.

#### **V. Performance Evaluation**

The Committee shall conduct an annual performance evaluation of the Committee.

#### **VI. Committee Resources**

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

#### **VII. Disclosure of Charter**

This Charter will be made available on the Company's website at [www.twindisc.com](http://www.twindisc.com)