

**NOMINATING & CORPORATE GOVERNANCE
COMMITTEE CHARTER
OF
IMPCO TECHNOLOGIES, INC.**

I. GENERAL STATEMENT OF PURPOSE AND POLICY

The purpose of the Nominating & Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of IMPCO Technologies, Inc. (the “Company”) is to (i) identify, evaluate and recommend qualified individuals for either appointment to the Board or to stand for election at a meeting of the stockholders; (ii) determine the composition of the Board and its committees; (iii) monitor a process to assess Board effectiveness; and (iv) develop and recommend to the Board corporate governance guidelines for the Company.

II. COMPOSITION AND QUALIFICATIONS

The Committee shall be comprised of three or more directors, each of whom shall meet the independence requirements set forth in NASDAQ Rule 4200(a)(15), provided that the Board may elect to take advantage of any exception from such requirements provided in the NASDAQ rules. Determinations as to whether a particular director satisfies the requirements for membership of the Committee shall be made by the Board.

The members of the Committee shall be appointed by the Board on the recommendation of the Committee and shall serve for such terms as the Board may determine, or until their earlier resignation, death, or removal by the Board. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee,

III. AUTHORITY AND RESPONSIBILITIES

In furtherance of its purpose, the Committee shall:

- (A) Review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- (B) Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
- (C) Identify individuals that the Committee believes are qualified to become Board members in accordance with the Board membership criteria set forth in the “Board Membership Criteria” below and “Qualifications for Future Board Members” as developed by this Committee, and recommend that the Board select such nominee or nominees to stand for election at the next meeting of stockholders of the Company in which directors will be elected.

- (D) In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members in accordance with the Board Membership Criteria set forth below, and recommend such person or persons for appointment to the Board.
- (E) Review and evaluate all stockholder nominees for director in accordance with the Board Membership Criteria and Qualifications for Future Board Members.
- (F) Review and recommend to the Board whether Board members should stand for re-election.
- (G) Identify Board members qualified to fill a vacancy on a committee of the Board in accordance with the Board Membership Criteria, and recommend such nominee or nominees to the Board for appointment to such committee.
- (H) Have the authority to retain any search firm engaged to assist in identifying director candidates, and retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.
- (I) Develop and recommend to the Board standards to assist it in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
- (J) Develop and recommend to the Board a set of Corporate Governance Principles applicable to the Company. These principles are to include, at a minimum, committee charters, Board orientation and continuing education, Board and committee evaluation procedures, director access to management and advisors and management succession planning. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- (K) Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations. The performance of the Board and its committees will be assessed in the context of their charters and the appropriate regulatory and compliance standards. The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.
- (L) Review periodically the Company's Code of Conduct Policy, Whistleblower Policy, Insider Trading Policy, and [list other codes of ethics/policies.] Adopt policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents.
- (M) Adopt policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents.
- (N) Consider questions of possible conflicts of interest and related party transactions involving Board members, senior officers and key employees.

- (O) Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
- (P) The Committee shall have the authority to delegate any of its responsibilities to subcommittees, comprised of the Committee's own members or other independent directors of the Company, as the Committee may deem appropriate in its sole discretion. Each such delegation shall be reflected in the Committee's minutes.
- (Q) Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board.

Board Membership Criteria

In evaluating candidates for nomination to the Board, the Committee shall take into account the applicable requirements for directors under the rules and standards applied by NASDAQ. The Committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including his or her business and professional background, history of leadership or contributions to other organizations, function skill set and expertise, general understanding of the Company's industry and markets, general understanding of marketing, finance, accounting and other elements relevant to the success of a publicly-traded company in today's business environment, possible conflicts of interest and other board service. The Committee will consider candidates suggested by management or other members of the Board.

In evaluating candidates for nomination to committees of the Board, the Committee shall take into account the applicable requirements for members of committees of boards of directors under rules and standards applied by NASDAQ and under the Exchange Act, and the rules and regulations promulgated thereunder. The Committee also shall take into consideration the factors and requirements set forth in the charter of such committee, if any. The Committee may take into consideration such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including his or her business and professional background, function skill set and expertise and the number of other boards and committees on which he or she serves.

IV. MEETINGS

The Committee shall conduct its business in accordance with this Charter, the Company's Certificate of Incorporation and Bylaws and any direction by the Board.

The Committee shall meet at least twice annually as directed by the Chair of the Committee, except that the Board, the Chair of the Board or the Chair of the Committee may call special meetings of the Committee. The notice of a special meeting shall state the date and time and, if the meeting is not exclusively telephonic, the place of the meeting. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or waiver of notice of such meeting.

Any Committee member may waive notice of any meeting of the Committee at any time. Whenever any notice is required to be given to any Committee member under this Charter or applicable law, a waiver thereof in writing signed by the member entitled to notice shall be

deemed equivalent to the giving of notice. The attendance of a member at a meeting of the Committee shall constitute a waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. A member waives his objection to consideration of a particular matter at a meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

The Committee Chair will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chair of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Chair of the Committee (or other member designated by the Chair or the Committee in the Chair's absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes. The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company, or in a separate minute book maintained by the Committee.

A majority of the members of the Committee shall constitute a quorum for the transaction of any business at any meeting of the Committee. If less than a majority shall attend a meeting, a majority of the members present may adjourn the meeting from time to time without further notice, and a quorum present at any such adjourned meeting may transact business. If a quorum is present when a vote is taken, then the affirmative vote of a majority of Committee members present shall constitute an act of the Committee. In the event of a tie vote on any issue, the Chairperson's vote shall decide the issue.

Unless otherwise restricted by the Certificate of Incorporation or Bylaws, any action permitted or required to be taken at a meeting of the Committee may be taken without a meeting if all the members of the Committee shall sign one or more written consents setting forth the action. Action taken by written consent is effective when the last Committee member signs the consent, unless the consent specifies an earlier or later effective date.

A Committee member who is present at a meeting of the Committee at which action is taken shall be presumed to have assented to the action taken unless such member's dissent shall be entered in the minutes of the meeting or unless such member shall file his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Bank immediately after adjournment of the meeting. A member who votes in favor of an action shall have no such right to dissent.

Committee members may participate in, or conduct, a meeting of the Committee through the use of any means of communication by which all Committee members participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.