

# **DOLBY LABORATORIES, INC.**

## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

(As amended and restated February 14, 2006)

### **PURPOSE**

The principal purposes of the Nominating and Governance Committee of the Board of Directors of Dolby Laboratories, Inc. are to ensure that the Board is properly constituted to meet its fiduciary obligations to Dolby and its stockholders and that Dolby follows appropriate governance standards. To carry out these purposes, the Nominating and Governance Committee shall (1) assist the Board in identifying prospective director nominees and recommend to the Board the director nominees for each annual meeting of stockholders; (2) develop and recommend to the Board governance principles applicable to Dolby; (3) oversee the evaluation of the Board and management; and (4) recommend to the Board members for each Board committee.

### **MEMBERSHIP REQUIREMENTS**

The Nominating and Governance Committee shall consist of no fewer than two members. The members of the Nominating and Governance Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Nominating and Governance Committee shall be appointed by the Board. Nominating and Governance Committee members may be replaced by the Board.

### **AUTHORITY AND RESPONSIBILITIES**

- The Nominating and Governance Committee shall evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- The Nominating and Governance Committee shall recommend for approval by the Board on an annual basis desired qualifications and characteristics for Board membership and conduct searches for potential Board members with corresponding attributes. The Nominating and Governance Committee shall then evaluate and propose nominees for election to the Board. The Nominating and Governance Committee shall consider stockholder nominees for election to the Board. In performing these tasks the Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have the sole authority to approve the search firm's fees and other retention terms.
- The Nominating and Governance Committee shall develop and recommend to the Board a set of corporate governance principles applicable to Dolby.

- The Nominating and Governance Committee shall oversee the Board performance evaluation process, including, if appropriate, conducting surveys of director observations, suggestions and preferences.
- The Nominating and Governance Committee shall evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- The Nominating and Governance Committee shall evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- The Nominating and Governance Committee shall form and delegate authority to subcommittees when appropriate.
- The Nominating and Governance Committee shall make regular reports to the Board.
- The Nominating and Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- The Nominating and Governance Committee shall annually review its own performance.
- The Nominating and Governance Committee shall have authority to obtain advice and assistance from internal or external legal or other advisors.
- The Nominating and Governance Committee will set its own schedule of meetings, with the option of holding additional meetings at such times as it deems necessary. The Nominating and Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- The Nominating and Governance Committee shall perform such other functions as assigned by law, Dolby's certificate of incorporation or bylaws or the Board.