

ANGELICA CORPORATION

Corporate Governance and Nominating Committee of the Board of Directors

AMENDED AND RESTATED CHARTER

This charter (the “Charter”) shall govern the operations of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors of Angelica Corporation (the “Company”).

Composition, Qualifications and Meetings

The Committee shall be appointed by the Board and shall be comprised of at least two directors, each of whom is an “independent” director. An independent director is a member of the Board of Directors of the Company who:

- the Board of Directors of the Company has affirmatively determined has no material commercial, industrial, banking, consulting, legal, accounting, charitable or familial relationship with the Company, either individually or as a partner, shareholder or officer of an organization or entity having such a relationship with the Company;
- is not, and has not been, for the three years prior to the date of determination, an employee of the Company and who has no immediate family member who is or has been, for the three years prior to the date of determination, an executive officer of the Company;
- is not a current partner or employee of a firm that is the Company’s internal or external auditor, and who has no immediate family member who is a current employee of such a firm who participates in the firm’s audit, assurance or tax compliance (but not tax planning) practice, or, in the event the director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm, the director or the immediate family member did not personally work on the Company’s audit within that time;
- is not, and has not been (and who has no immediate family member who is or has been), for the three years prior to the date of determination, part of an interlocking directorship in which an executive officer of the Company serves on the compensation committee of the company that concurrently employed the director (or immediate family member) as an executive officer;
- has not (and who has no immediate family member who has), during any twelve-month period in the three years prior to the date of determination, received more than \$100,000 in direct compensation from the Company, other than director and committee fees and receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service to the Company (provided that such compensation is not contingent in any way on continued service);
- is not a current employee (and who has no immediate family member who is a current executive officer) of another company that, prior to the date of determination, has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company’s consolidated gross revenues; and
- meets all other applicable standards for independence established by the New York Stock Exchange, the Securities and Exchange Commission and other regulatory agencies.

For the purpose of determining independence, “immediate family member” means such director’s: spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone (other than domestic employees) who shares the director’s home. The Committee may determine a director to be independent if the disqualifying issue relates to an immediate family member who is no longer an immediate family member as a result of legal separation or divorce or if the relevant immediate family member has died or become incapacitated. References to any company include any parent or subsidiary in a consolidated group with the company.

Committee members shall serve until such member’s successor is appointed and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors. The Committee shall have the authority to delegate, in its sole discretion, any of its responsibilities to subcommittees as it deems appropriate.

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. The Committee shall maintain minutes of meetings and report its actions and any recommendations to the Board of Directors after each Committee meeting. The report may take the form of an oral report by the Committee Chair or by any other member of the Committee designated by the Committee to make such report.

Purpose

The purpose of the Corporate Governance and Nominating Committee of the Company is to:

- identify individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board, and to recommend that the Board of Directors select the director nominees for Board Membership;
- develop, recommend and oversee a set of corporate governance guidelines for the Company; and
- oversee the composition, structure, practices, operations and evaluation of the Board of Directors, including its committees, and management.

Responsibilities and Duties

In carrying out its responsibilities with respect to the nomination of directors and corporate governance, the Committee shall:

- oversee the search for individuals qualified to become members of the Board of Directors and to recommend director nominees to be presented for approval at the annual meeting of shareholders;
- consider nominees for directors, including those recommended by the Company’s shareholders, provided such nominations contain the information and are submitted in the manner required by the Company’s By-laws;
- review the committee structure of the Board of Directors and recommend for its approval directors to serve as members of each committee. The Committee shall review and make recommendations with respect to committee membership annually and shall recommend additional committee members to fill vacancies as needed; and

- develop and recommend to the Board of Directors for its approval a set of corporate governance guidelines. The Committee shall review the guidelines annually, or more frequently as the Committee or Board of Directors deem appropriate and recommend changes to the Board of Directors as necessary.

In identifying candidates and evaluating nominees for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include integrity, accountability, informed judgment, financial literacy, mature confidence, passion, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board of Directors.

The Committee shall have the sole authority to retain and terminate any search firm and any legal, accounting or other outside advisors that it deems necessary to assist with the identification of director candidates and to approve the firm's fees and retention terms. The Committee shall also have the sole authority to retain and terminate any legal, accounting or other outside advisors to advise the Committee on any corporate governance matters within the scope of the Committee's duties and responsibilities.

Annual Review

The Committee shall annually perform a review and evaluation of the performance of the Committee and its members and report its conclusions to the Board of Directors. In addition, the Committee shall assess the adequacy of the Charter and the Committee's own performance under the Charter. The Committee will determine whether any changes to the Charter are advisable or any corrective actions should be undertaken to correct any deficiencies or weaknesses noted in the review and evaluation. The Committee shall present any amendments to the Charter or corrective actions that the Committee deems necessary or appropriate to the Board of Directors for its approval.

Adoption and Publication

As adopted by the Board of Directors on April 13, 2004, amended and restated on January 18, 2005.

The Charter shall be published on the Company's Internet website and will otherwise be filed or reported as may be required by applicable law.

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