

# **Gerber Scientific, Inc.**

## **Charter of the Nominating and Corporate Governance Committee (Last Amended December 18, 2003)**

This charter governs the operations of the Nominating and Corporate Governance Committee (the “NCGC”) of the Board of Directors (the “Board”) of Gerber Scientific, Inc. (the “Company”).

### **Composition of the NCGC**

The NCGC shall consist of three or more directors. Each member of the NCGC shall be independent as that term is defined in the Board/Corporate Governance Principles of the Company, as amended from time to time (the “Governance Principles”).

The Board, by majority vote and taking into account the recommendation of the NCGC, shall appoint each member of the NCGC, and from such members so appointed, appoint a chairperson of the NCGC. Ordinarily, such appointments will take place at the regular meeting of the Board held on or about the date of the annual shareholders’ meeting. The members of the NCGC shall serve until their successors are appointed and qualified. The Board shall have the power at any time to change the membership of the NCGC and to fill vacancies on the committee, subject to new members satisfying the independence requirement.

### **Meetings**

The NCGC shall meet at such times as it deems necessary to fulfill its responsibilities. A majority of the NCGC members shall constitute a quorum. The NCGC shall have the authority to act on the affirmative vote of a majority of the members present at a meeting at which a quorum is present, and such act shall be the act of the NCGC. The minutes of NCGC meetings shall be filed in the records of the Company.

Regular meetings of the NCGC shall be called according to the schedule for the year approved by the NCGC. Special meetings of the NCGC may be called by the chairperson, a majority of the members of the NCGC, the Board chairperson, or by a majority of the Board. Meetings may, at the discretion of the NCGC, include members of the Company’s management, independent consultants, and such other persons as the NCGC or its chairperson may determine.

The Company shall designate a person to act as management liaison to the NCGC who shall work with the NCGC chairperson to prepare an agenda for regularly scheduled meetings and develop an agenda for special meetings based on the information supplied by the party or parties requesting the special meeting. That person shall coordinate and be responsible for all mailings to the NCGC members, to the extent practicable, and shall be responsible for recording accurate minutes of all NCGC meetings and distributing them to the NCGC members.

### **Purpose/Principal Functions**

The NCGC shall:

- advise the Board about, develop, and recommend to the Board appropriate corporate governance policies and practices applicable to the Company and assist the Board in implementing those policies and practices;
- advise the Board about the appropriate composition of the Board and its committees, identify individuals qualified to become Board members (consistent with criteria approved by the Board) and Board committee members, and recommend to the Board the director nominees for election at the annual meetings of shareholders or for appointment to fill vacancies;
- oversee the evaluation of the Board (through its annual review of the performance of the Board and its committees); and
- recommend to the Board appropriate compensation for non-employee directors for service on the Board and committees of the Board.

### **Responsibilities**

The NCGC is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the committee. The NCGC may form and delegate some or all of its authority to subcommittees when it deems such delegation to be appropriate. Without limiting the generality of the preceding statements, the NCGC shall have the authority, and is entrusted with the responsibility, to do the following:

### **Corporate Governance**

- Prepare and recommend to the Board the Governance Principles, to be posted on the Company's website along with the Company's Code of Business Conduct and Ethics, and periodically review and recommend any proposed changes to the Governance Principles.

- Monitor the Board's and management's compliance with the Governance Principles and the Code of Business Conduct and Ethics.
- Consider questions of possible conflicts of interest of Board members and executive officers of the Company.
- Consider and act on any requests for waivers from the Company's Code of Business Conduct and Ethics.
- Establish procedures for communications by shareholders to the Company's directors (whether or not related to corporate governance), and oversee proxy statement disclosure concerning such procedures and whether material actions have been taken as a result of shareholder communications.
- Review and make recommendations regarding shareholder proposals that relate to corporate governance.

#### **Board and Committee Membership and Succession**

- Develop qualifications for Board and Board committee membership, including matters such as independence, and term and age limits and review the advisability of any changes in the retirement policy with respect to non-employee directors.
- On an annual basis, review the advisability of or need for any changes in the number, composition or qualifications of the members of the Board or of any Board committees, and make recommendations to the Board regarding the foregoing.
- Monitor maintenance by the Board and its non-employee members of the Board's and such members' independence from management.
- Actively seek, interview and screen individuals deemed by the NCGC to have the requisite qualifications, expertise and other characteristics to become Board and Board committee members for potential recommendation to the Board, and following that process recommend to the Board, prior to each annual meeting of shareholders, a slate of nominees meeting the requisite criteria for election or re-election as directors by the shareholders at the annual meeting.
- Consider director nominations by shareholders that comply with the provisions of the Company's By-Laws and applicable law.
- Manage a process whereby existing directors are evaluated before recommending them to the full Board as nominees for shareholder re-election.

- At the regular meeting of the Board before the annual meeting of shareholders (and as otherwise necessary at any other time), recommend to the Board the composition of each committee of the Board and the chairperson of such committee.
- Oversee the Company's proxy statement disclosure addressing the NCGC's process for identifying and evaluating candidates to be nominated as directors; whether the Company pays any third party a fee to assist in this process; the minimum qualifications and standards that the NCGC seeks for director nominees; and whether the NCGC considers candidates for director nominees put forward by shareholders and, if so, its process for considering such candidates.

### **Board Performance**

- Develop and recommend self-evaluation procedures for the Board and Board committees and oversee their implementation.
- Initiate and oversee a periodic evaluation of the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and Board committee meetings.

### **Director and Committee Compensation**

- Periodically review and recommend to the full Board total compensation for non-employee members of the Board and/or Board committees and the terms and awards of any equity compensation and benefit arrangements for such members.
- Recommend to the Board stock ownership requirements, if any, for the Board members.

### **General**

The NCGC shall have the authority to engage outside advisors, including counsel, as it deems necessary to carry out its duties. The NCGC shall have the sole authority to retain, amend the engagement with and terminate any search firm to be used to identify director candidates. The Company shall provide the appropriate funding, as determined by the NCGC, for payment of compensation to such advisors.

The NCGC shall make regular reports to the Board, directly or through the committee chairperson.

The NCGC shall annually review and evaluate its own performance to ensure that all of its responsibilities are being met.

The NCGC shall review and reassess its charter periodically and obtain the Board's approval of any amendment or modifications of the charter.