



## METHODE ELECTRONICS, INC. NOMINATING AND GOVERNANCE COMMITTEE CHARTER

### **Committee Membership**

The Nominating and Governance Committee shall consist of no fewer than three members. The members of the Nominating and Governance Committee shall meet the independence requirements of any applicable laws, rules and regulations.

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

### **Committee Duties, Responsibilities and Authority**

1. The Nominating and Governance Committee shall actively seek individuals qualified to become Board members consistent with criteria approved by the Board, and shall recommend to the Board the director nominees for the annual meeting of shareholders, at a special meeting of shareholders, or to fill a vacancy on the Board. The Committee will consider suggestions from the Company's stockholders.
2. The Nominating and Governance Committee shall have sole authority to retain and terminate any professional advisors used by the Committee and shall have sole authority to approve such firm's fees and other retention terms. The Nominating and Governance Committee shall also have authority to obtain advice and assistance from internal and external legal, accounting or other advisors at Company expense.
3. The Nominating and Governance Committee shall periodically review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
4. The Nominating and Governance Committee shall recommend to the Board director nominees for each committee.
5. The Nominating and Governance Committee shall recommend to the Board the size of the Board and its committee structure.

6. The Nominating and Governance Committee shall review at least annually the succession plans relating to executive officers and make recommendations to the Board.
7. The Nominating and Governance Committee shall oversee the annual evaluation of the Board of Directors.
8. The Nominating and Governance Committee shall annually review director compensation and shall make recommendations regarding director compensation to the Board of Directors.
9. The Nominating and Governance Committee shall make regular reports to the Board.
10. The Nominating and Governance Committee shall annually review its own performance and the adequacy of this Charter.
11. The Nominating and Governance Committee may form and delegate authority to subcommittees when appropriate

#### Criteria for Selecting New Directors

In considering candidates for the Board, including nominations for re-election of incumbent directors, the Nominating and Governance Committee shall consider the following factors:

- (a) The potential candidate's integrity and business ethics;
- (b) The potential candidate's strength of character, judgment and experience, consistent with the needs of the Company;
- (c) The potential candidate's specific areas of expertise and leadership roles;
- (d) The potential candidate's ability to bring diversity to the Board;
- (e) The ability of the individual to allocate the time necessary to carry out the tasks of Board membership at the Company including membership on appropriate committees; and
- (f) No person shall be nominated for election as a director after his or her 75 birthday.

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