

**NATIONAL PRESTO INDUSTRIES, INC.**  
**NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER**

**I. MEMBERSHIP**

The Nominating/Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of National Presto Industries, Inc. (the “Company”) shall consist of directors who the Board determines (i) are “independent” in accordance with the rules and regulations of the New York Stock Exchange, (ii) are “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

**II. PURPOSE**

The purpose of the Committee shall be to identify individuals qualified to become Board members consistent with the criteria approved by the Board and to evaluate and recommend to the Board the appropriate number of nominees for election at each annual meeting of stockholders; to make recommendations to the Board concerning the appropriate size, function, needs and composition of the Board and its committees; to advise the Board on corporate governance matters, including developing and recommending to the Board the Company’s corporate governance principles; and to oversee the self-evaluation process for the Board and its committees. In addition, the Company desires to provide fair compensation to directors, taking into consideration compensation paid to directors of comparable companies and the specific duties of each director.

**A. Authority and Responsibility.** In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

- to review the qualifications of candidates for director identified by the Committee or suggested by Board members, stockholders, management and others in accordance with criteria established by the Board;
- to consider the performance of incumbent directors and other relevant factors in determining whether to nominate them for re-election;
- to recommend to the Board candidates to be elected to the Board as necessary to fill vacancies and newly created directorships;
- to make recommendations to the Board as to determinations of director independence;
- to recommend to the Board retirement policies for directors;
- to advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other committees of the Board;
- to develop and recommend to the Board and oversee an annual self-evaluation process for the Board and the Audit, Compensation and Nominating/Corporate Governance and other committees of the Board;
- to review the compensation of directors for service on the Board and its committees and recommend changes in compensation of directors to the Board;
- to periodically review and assess the adequacy of this charter and recommend appropriate changes to the Board for approval; and
- to perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.

**III. PROCEDURES**

The Committee shall meet as often as it deems is appropriate and at least once annually to carry out its responsibilities. A majority of the members of the Committee shall constitute a quorum. The Chair of the Committee, in consultation with the other Committee members, shall set meeting agendas. The Committee shall report its actions and recommendations to the Board.

The Committee shall have the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates, legal counsel and any other advisors to the Committee as the Committee may deem appropriate, including sole authority to approve the fees and terms of any search firm, counsel or other advisors that it retains.

This Nominating/Corporate Governance Committee Charter was approved by the Board of Directors of the Company in August 2004.