

**CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
INTERMEC, INC.**

**Effective January 1, 2005**

**I. Purpose**

The Governance and Nominating Committee (the “Committee”) shall report to, assist and consider and make recommendations to the Board of Directors (the “Board”) regarding the matters set forth in this Charter.

**II. Membership**

- A. The Committee shall consist of not fewer than three members of the Board.
- B. All members of the Committee in the judgment of the Board shall be independent in accordance with the New York Stock Exchange listing standards.
- C. Members of the Committee and its Chair shall be appointed by a resolution of the majority of independent directors.

**III. Authority and Responsibilities**

A. Scope

This Committee shall have the responsibility to:

1. Identify individuals qualified to become Board members consistent with the criteria approved by the Board and annexed to this Charter, as the same may be revised by the Board from time-to-time, and recommend to the Board for its selection the director nominees for the next annual meeting of shareholders;
2. Develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company;
3. Oversee the evaluation of the Board and management;
4. Determine the compensation for members of the Board; and
5. Conduct an annual performance evaluation of the Committee.

In fulfilling its purposes, the Committee shall undertake those tasks and responsibilities that, in its judgment, would most effectively contribute to and implement the purposes of the Committee, including those specifically listed in this Charter.

The Committee shall have and may exercise all of the powers and authority of the Board in connection with the performance of the Committee’s duties and responsibilities under this Charter, including without limitation the authority to call upon the Company’s officers and employees or

outside consultants for such assistance and support as it deems appropriate, and to institute and carry out investigations of improprieties or such other matters as it deems necessary.

The Committee shall have the authority to delegate any of its powers and authority to one or more subcommittees.

## B. Functions

1. Criteria for Nomination to the Board. The Committee shall develop and recommend to the Board for its approval criteria for nomination to the Board. The criteria for nomination to the Board are set forth on Annex A to this Charter.
2. Nomination of Directors. The Committee shall annually consider the size, composition, functions and needs of the Board and consider and recommend to the Board for its selection candidates for membership on the Board. Each year, the Committee shall recommend to the Board for its selection the director nominees for election at the next annual meeting of shareholders. The Committee shall consider and recommend to the Board for its selection candidates to fill vacancies on the Board to serve until the next annual meeting of shareholders at which the term of office of the class to which they have been elected expires.
3. Committee Membership. The Committee shall annually consider the size, composition, functions and needs of each committee of the Board and consider and recommend to the Board for its selection candidates for membership on each committee.
4. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board for approval a set of corporate governance guidelines applicable to the Company. The Committee shall review these guidelines on an annual basis and recommend to the Board for its approval any changes deemed necessary or desirable.
5. Evaluation Process. The Committee shall oversee the process that the Board and its committees use to conduct annual performance evaluations.
6. Self-Evaluation. On an annual basis, the Committee shall conduct a self-evaluation of its performance in fulfilling its duties and responsibilities under this Charter.
7. Conflicts of Interest. The Committee shall consider questions of possible conflicts of interest of the Board members or corporate executives, as such questions arise. The Committee shall review the outside activities of senior executives.
8. Succession Planning. The Committee shall review at least annually with the Chairman and Chief Executive Officer the succession plans relating to the positions held by the Chairman and Chief Executive Officer and such other elected corporate officers as the Committee deems prudent to ensure orderly succession of capable and qualified management for the Company. The Committee shall make recommendations to the Board with respect to the selection of individuals to occupy these positions.
9. Board Compensation. The Committee shall have full and final authority to determine, and to adjust from time to time as necessary, compensation for members of the Board as the Committee shall deem just and proper. The Committee is designated and authorized to administer the Intermec, Inc. 2002 Director Stock Option and Fee Plan.

10. Search Firms and Advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify candidates for director and Chief Executive Officer and any consultant to assist in the evaluation of director compensation, and shall have sole authority to approve the search firm's and consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal and external legal, accounting or other advisors.

**ANNEX A**  
**CRITERIA FOR NOMINATION TO THE BOARD**

1. Directors must be of the highest ethical character and share the values of Intermec, Inc., as represented in its Standards of Conduct and in its Corporate Governance Guidelines.
2. Directors should hold or have held a generally recognized position of leadership that demonstrates the ability to exercise sound judgment in a wide variety of matters.
3. It is the Company's policy that a majority of the members of its Board of Directors shall be independent within the meaning of applicable rules, regulations and listing standards. In addition to the disqualifying factors identified in the New York Stock Exchange listing standards, this means that
  - Directors must be of an independent cast of mind and be willing to share their views with their colleagues,
  - Directors should be independent of any particular constituency and be able to represent all the shareholders of the Company, and
  - Directors are expected to provide independent and candid advice to the Company.
4. All directors must evidence a willingness to
  - devote a substantial amount of time to Company business,
  - understand the Company's business and keep informed on its operations,
  - understand the Company's reporting system and its system of internal controls, and
  - exercise care, balance, fairness, and due deliberation in the decision-making process.
5. Directors are expected to attend all board meetings, meetings of all committees on which they are members and all annual meetings of shareholders.
6. Directors are expected to engage in collegial debate and colloquy with other directors. A Board or committee meeting should be a free and open exchange of ideas and opinions.
7. Directors are expected to be able to serve for at least five (5) years before reaching the retirement age of 72.
8. Directors are expected to understand the Board's policy that each director should have a substantial investment in the Company and comply with stock ownership guidelines established by the Board. In this regard, each nominee should understand that it is the Board's policy that the annual retainer fee is provided in Company stock.
9. Directors are expected to be available to offer advice and guidance to the Chief Executive Officer at times other than regularly scheduled Board meetings.