

SAFEGUARD SCIENTIFICS, INC.
NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nominating & Corporate Governance Committee (the “Committee”) of the Company is appointed by the Board of Directors (the “Board”) of Safeguard Scientifics, Inc. (the “Company”). The Board has determined to establish the governing principles of the Committee through the adoption of this Charter.

The Committee’s purposes shall be:

- (i) to recommend to the Board the structure and operations of the Board;
- (ii) to identify individuals qualified to serve as members of the Board, consistent with criteria approved by the Board, and to identify and recommend that the Board select the director nominees for the next annual meeting of shareholders and to fill Board vacancies;
- (iii) to recommend to the Board the responsibilities of each Board committee, the structure and operation of each Board Committee, and the director nominees for assignment to each Board;
- (iv) to periodically review the Company’s Corporate Governance Guidelines;
- (v) to evaluate the performance of the Company’s Chief Executive Officer (the “CEO”);
- (vi) to oversee the Board’s annual evaluation of its performance and the performance of other Board committees;
- (vii) to review and monitor management development and succession plans and activities; and
- (viii) to discharge such other duties and responsibilities as may be required of the Committee by the provisions of applicable law or rule or regulations of the New York Stock Exchange.

II. Primary Responsibilities and Duties

The Committee has the following primary responsibilities and duties:

A. Board Size and Composition

- (i) to consider and recommend to the Board the appropriate size, function, and needs of the Board, so that the Board as a whole collectively possesses a broad range of skills, expertise, industry and other knowledge, and business and other experience useful to the effective oversight of the Company’s business; to seek members from diverse backgrounds with a strong record of personal integrity and ethical conduct, proven business judgment and competence, skills and experiences that are complementary to the background and experience

represented on the Board and that meet the needs of the Company's then existing strategy and business, concern for the long-term interests of the shareholders, and the willingness and ability to devote sufficient time to fulfill his or her responsibilities to the Company and its shareholders; and the Committee will evaluate the skills and experience necessary in a director nominee in the context of the needs of the board as a whole and the staffing needs of each of its committees, with the objective of recommending a group that through its diversity of experience can provide relevant advice and counsel to management and best perpetuate the success of the Company's business and represent shareholder interests;

- (ii) to determine what types of backgrounds, skills, and attributes of Board members are needed to help strengthen and balance the Board, taking into account the qualities described above, and actively seek individuals qualified to become Board members and may maintain an active file of suitable candidates for consideration as nominees to the Board;
- (iii) to recommend to the Board one member of the Board to serve as Chairperson of the Board. The Chairperson shall preside at all meetings of the Board and at meetings of the shareholders. The director who is appointed Chairperson is appointed on an annual basis by at least a majority of the remaining directors and serves at the pleasure of the Board; and
- (iv) to evaluate potential directors and recommend to the Board the director nominees of the Board to be elected by the shareholders at the Company's next annual meeting of shareholders and, where applicable, recommend to the Board individuals to fill vacancies on the Board. In considering nominees, the Committee shall consider individuals recommended by Company shareholders. Such recommendations should be submitted to the Company's Secretary at least 120 days before the date on which the Company first mailed its proxy materials for the prior year's annual meeting of shareholders. In addition, in considering nominees, the Committee should address the performance and contribution of incumbent directors, as well as the qualifications of new nominees.

B. General Corporate Governance Matters; Board Committees

- (i) to periodically review and assess the adequacy of the Company's Corporate Governance Guidelines and recommend any changes to the Board for its approval and adoption;
- (ii) to evaluate and recommend to the Board the responsibilities of the Board committees, including the structure, operations and the authority to delegate to subcommittees;
- (iii) to evaluate and nominate those directors to be appointed by the Board to the various Board committees, including the persons nominated to serve as chairperson of each committee. In making its evaluations and recommendations, the Committee should consider: (i) the qualifications for membership on each committee; (ii) the extent to which there should be a policy of periodic rotation of directors among the committees; (iii) any limitations on the number of

consecutive years a director should serve on any one committee; and (iv) the number of boards and other committees on which the directors serve;

- (iv) to recommend other corporate governance related matters for consideration by the Board, including but not limited to: (i) the structure of Board meetings, including recommendations for the improvement in the conduct of such meetings, and the timeliness and adequacy of the information provided to the Board prior to such meetings; (ii) director retirement policies; (iii) director and officer insurance policy requirements; (iv) policies regarding the number of Boards on which a director may serve; (v) director orientation and training; and (vi) the service of the Company's senior executives as directors of other companies;
- (v) if the Company at any time adopts stock ownership guidelines for directors, to review director compliance with such stock ownership guidelines as may be in effect from time to time; and
- (vi) to review and make recommendations regarding the annual Board Master Agenda recommended by the Chairperson of the Board, the CEO and the Chairperson of the Nominating & Corporate Governance Committee.

C. CEO Evaluation; Board Evaluation and Development

- (i) to review and evaluate, at least annually and taking into account the views of the other members of the Board, the performance and leadership of the CEO.
- (ii) to oversee an annual evaluation of the Board and the various Board committees and deliver reports to the Board setting forth the results of such evaluations;
- (iii) to monitor director performance throughout the year (noting particularly any directors who have had a change in their primary job responsibilities or who have assumed additional directorships since their last assessment), and if any serious problems are identified, to work with the director to resolve such problems or, if necessary, recommend to the Board that it seek such director's resignation; and
- (iv) to oversee and, as appropriate, participate in the orientation program for new directors and monitor the participation by directors in continuing education programs.

D. Management Development and Succession

- (i) to review and monitor management development plans and activities;
- (ii) to review periodically the process for identifying executive officers of the Company;
- (iii) to review periodically with the CEO the CEO's proposed succession plan for each executive officer and the CEO's evaluation of each executive officer and develop a succession plan for presentation to and approval by the Board; and

- (iv) to recommend for approval by the Board the Company's succession plan for the CEO and other executive officers, including plans for emergency succession in case of the unexpected disability of the CEO.

III. Other Powers and Responsibilities

The Committee has the following other powers and responsibilities:

A. Evaluations

The Committee shall review and assess the performance of the Committee annually and deliver a report to the Board setting forth the results of its evaluation. In conducting this review, the Committee shall address matters that it considers relevant to its performance, including at a minimum, the adequacy, appropriateness and quality of the information and recommendations presented to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

B. Reports

The Committee shall make regular reports to the Board on its activities, including describing matters discussed and all actions taken by the Committee at each meeting of the Committee, and shall make such recommendations to the Board as it deems appropriate. The Committee shall consult with the CEO and other Board members, as appropriate, to assure that the Committee's decisions facilitate a sound relationship between and among the Board, Board committees, individual directors and management.

C. Retention of Professional and Other Advisors

The Committee shall have the sole authority to retain, set compensation and retention terms for, and terminate any consultants, legal counsel or other advisors, including any search firm to be used to identify director candidates that the Committee determines to employ or retain to assist it in the performance of its duties. The Company shall provide appropriate funding, as determined by the Committee, for the Committee to retain such advisors and provide for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, in each case without requiring the Committee to seek Board approval. The Committee shall have access to internal advisors and all other resources within the Company to assist it in carrying out its duties and responsibilities.

D. Revision of Charter

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.

E. Miscellaneous

The Committee shall perform any other activities consistent with this Charter, the Company's Articles of Incorporation, Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

IV. Membership and Organization of Committee

A. Size of Committee

The Committee shall consist of at least three directors.

B. Member Qualifications

All members of the Committee must be independent. A director shall qualify as independent if the Board has affirmatively determined that the director has satisfied the basic independence criteria set forth in the Company's Corporate Governance Guidelines.

C. Appointment

The members of the Committee shall be appointed by a majority of the Board. The Committee shall recommend, and the Board shall designate one member of the Committee to serve as Chairperson. If the Chairperson is absent from a meeting, another member of the Committee may act as Chairperson.

D. Term

Members of the Committee will be appointed for one-year terms and shall serve for such term or until their successors are duly appointed, subject to their earlier resignation, retirement, or removal by the Board. The Board may fill vacancies on the Committee and remove a member of the Committee at any time with or without cause. No members of the Committee shall be removed except by majority vote of the independent directors of the Board then in office.

V. Conduct of Meetings

A. Frequency

The Committee shall meet when, where and as often as it may deem necessary and appropriate in its judgment. Members of the Committee may participate in a meeting of the Committee in person or by means of a telephone conference or similar means by which all persons participating in a meeting can hear one another, and such participation in a meeting will constitute presence in person at the meeting. A majority of the members of the Committee shall constitute a quorum. Any member of the Committee, the Chairperson of the Board or the Corporate Secretary shall have the right to call a special meeting of the Committee.

B. Non-Committee Member Attendees

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.

C. Conduct of Meetings

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.

D. Minutes

A member of the Committee, a designee of the Committee or the Company's Secretary shall keep written minutes of Committee meetings, which minutes shall be maintained with the books and records of the Company.

E. Delegation of Authority

The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, listing standard or the Company's Articles of Incorporation or Bylaws to be exercised by the Committee as a whole.

October 26, 2005