

PLANAR SYSTEMS, INC.

Governance Committee Charter

A. PURPOSE AND SCOPE

The primary function of the Governance Committee is to assist the Board of Directors in fulfilling its responsibilities by: (i) reviewing and making recommendations to the Board regarding the Board's composition and structure; (ii) establishing criteria for Board membership and corporate policies relating to the recruitment of Board members; and (iii) establishing, implementing and monitoring policies and processes regarding principles of corporate governance in order to ensure the Board's compliance with its fiduciary duties to the Corporation and its shareholders.

B. COMPOSITION AND MEETINGS

The Committee shall be comprised of a minimum of two members of the Board as appointed by the Board, each of whom shall meet any independence requirements promulgated by the Securities and Exchange Commission, the National Association of Securities Dealers, any exchange upon which securities of the Corporation are traded, or any governmental or regulatory body exercising authority over the Corporation (each a "Regulatory Body"), and each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be appointed by the Board annually. Each member of the Committee shall serve until his or her successor has been duly appointed and qualified or until his or her earlier resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein. The Committee shall report its actions to the Board and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Corporation.

C. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

Corporate Governance Policy Establishment and Review

1. Develop and maintain the Corporation's principles of corporate governance including, but not limited to, the establishment and maintenance of (i) a corporate code of conduct (a "Code of Conduct") designed to promote honest and ethical conduct, including the ethical handling of conflicts of interest; full, fair, accurate, timely and understandable disclosure in the Corporation's periodic reports; and compliance with applicable governmental rules and regulations, and (ii) the Corporation's Corporate Governance Guidelines (the "Corporate Governance Guidelines") designed to enhance the Corporation's corporate governance.

2. Review and assess the adequacy of the Code of Conduct and the Corporate Governance Guidelines periodically. The Committee shall recommend any modifications to the Code of Conduct and the Corporate Governance Guidelines to the Board for approval.
3. Be available to the Board and members of the Corporation's senior management team to consult with and to resolve reported violations or instances of non-compliance with the Code of Conduct, subject to the condition that any waivers to the Code of Conduct for directors or executive officers must be approved by the Board and disclosed in a Form 8-K within five days.
4. Review and assess the adequacy of this Charter periodically as conditions dictate, but at least annually and recommend any modifications to this Charter if and when appropriate to the Board for its approval.
5. Review and assess the adequacy of the Corporation's Articles of Incorporation and By-Laws and the charters of any committee of the Board (the "Governing Documents") periodically in order to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board any necessary modifications to the Governing Documents.

Board Composition, Nominations and Shareholder Proposals

6. Evaluate the current composition and organization of the Board and its committees in light of requirements established by any Regulatory Body or any other applicable statute, rule or regulation which the Committee deems relevant and make recommendations regarding the foregoing to the Board for approval.
7. Actively seek individuals qualified to become board members, develop criteria relating to selecting new directors, and develop, review and recommend possible candidates for openings on the Board. Criteria that shall be used in connection with selecting new directors shall include factors relating to whether the director would meet the definition of independent, as well as diversity, skills, occupation, and experience in the context of the needs of the Board.
8. Determine the criteria for selection of the Chairman of the Board, Board members and Board committee members, including establishing and periodically reviewing the Corporation's practices relating to the recruitment of Board members.
9. Evaluate the performance of current Board members, and make recommendations to the Board regarding the appropriateness of members of the Board standing for reelection.
10. Evaluate and recommend to the Board the appointment of Board members to committees of the Board.
11. Each year evaluate and recommend to the Board for its approval a slate of nominees for election to the Board.

12. Review all shareholder proposals submitted to the Corporation (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal.

Other Matters

13. To the extent deemed necessary by the Committee, engage outside counsel and/or independent consultants (including search firms used to identify director candidates) to assist the Committee in carrying out its responsibilities.
14. Review and make recommendations to the Board on director compensation.
15. Review and make recommendations to the Board regarding retirement and tenure policy for Board membership.
16. Take such other actions regarding the Corporation's corporate governance that are in the best interests of the Corporation and its shareholders as the Committee shall deem appropriate or as shall otherwise be required by any Regulatory Body.

Last amended by the Board of Directors: June 2, 2004