

dj Orthopedics, Inc.

Nominating and Corporate Governance Committee Charter

Status

The Nominating and Corporate Governance Committee (the "Committee") is a committee of the Board of Directors (the "Board") of dj Orthopedics, Inc. (the "Company"). The Board adopted this Nominating and Corporate Governance Committee Charter on February 26, 2004.

Membership

The members of the Committee are appointed by the Board and may be removed by the Board in its discretion. The Committee shall consist of a minimum of two directors all of whom in the judgment of the Board shall be independent in accordance with the listing standards of the New York Stock Exchange.

Purpose

The purpose of the Committee is to assist the Board in (i) identifying qualified individuals to become members of the Board, (ii) selecting the nominees for election as directors for the next annual meeting of stockholders, (iii) selecting candidates to fill any vacancies on the Board, (iv) determining the composition of the Board and its committees, (v) monitoring a process to assess the effectiveness of the Board, its committees and management, (vi) developing and implementing the Company's corporate governance principles, and (vii) other responsibilities as may be delegated to it by the Board from time to time consistent with the Company's Bylaws.

Authority

The Committee shall have the authority, as necessary and appropriate, to retain outside counsel and any other advisors to assist the Committee in performing its duties to the Company. The Committee shall have sole authority to retain and terminate any search firm engaged to assist in identifying possible nominees to the Board and to approve the fees and other retention terms for such search firms. Any decision made by the Committee within the scope of the powers and responsibilities delegated to it hereunder shall be made at the Committee's discretion and shall not require Board approval. The Committee shall have the authority to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, corporate governance guidelines, applicable law and rules of the New York Stock Exchange.

Responsibilities

The Committee shall have the following principal duties and responsibilities:

1. Develop, recommend and periodically review with the Board a set of corporate governance principles, including such policies and procedures with respect to the nomination of directors and other governance matters as may be required by, or required to be disclosed pursuant to, rules promulgated by the Securities and Exchange Commission.
2. Review the responsibilities and functions of the senior officers of the Company and make recommendations on changes in such responsibilities and functions.
3. Annually review with the Company's Chief Executive Officer the job performance of elected corporate officers and other senior executives.
4. Review and make recommendations to the Board concerning the appropriate size, functions and needs of the Board.

5. Establish the criteria for Board membership, which criteria should cover, among other things, experience, skill set and the ability to act on behalf of stockholders.
6. Recruit, interview and conduct appropriate and necessary background and qualification reviews of candidates to fill new positions on the Board; recommend nominees to the Board for approval by the Board and the stockholders.
7. Evaluate questions of possible conflicts of interest of Board members and of senior executives of the Company.
8. Make recommendations to the Board with respect to the members of the various committees of the Board.
9. Make recommendations on the structure of Board meetings.
10. Review the outside activities of the Company's senior executive officers to ensure that such officers are devoting the requisite time and energy to the performance of their responsibilities to the Company.
11. Periodically review with the Company's Chief Executive Officer the succession plans relating to positions held by elected corporate officers, and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
12. Evaluate the performance of the Board.
13. Annually evaluate its own performance and provide the Board with any recommended changes in committee policies or procedures.
14. Regularly report to the Board on the Committee's activities.

Meetings

The Committee shall meet periodically as it deems necessary to fulfill its responsibilities. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for meeting. The Committee may establish its own rules and procedures for notice and conduct of meetings so long as they are not inconsistent with the Company's bylaws. Attendance at the meetings by directors who are not members shall be at the Committee's discretion, and the Committee may include in its meetings members of Company's management or other persons whose presence the Committee believes to be desirable and appropriate. Only Committee members shall have the power to vote on matters coming before the Committee.