

**Palm, Inc.**  
**Charter of the Nominating and Governance Committee**  
**of the Board of Directors**

**(Amended and Restated Effective as of April 28, 2005; Name Updated as of July 14, 2005)**

**Purpose**

The purpose of the Nominating and Governance Committee (the “Nominating and Governance Committee”) of the Board of Directors (the “Board of Directors”) of Palm, Inc. (the “Company”) is to focus on issues relating to the composition and operation of the Board of Directors. The Nominating and Governance Committee provides assistance to the Board of Directors in the areas of membership selection, committee selection and rotation practices, evaluation of the overall effectiveness of the Board of Directors, and review and consideration of developments in corporate governance practices. The Nominating and Governance Committee’s goal is to attempt to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to the Company’s stockholders and the Company and that the Company has and follows appropriate corporate governance standards. In addition, the Nominating and Governance Committee will undertake those specific responsibilities listed below and such other duties or responsibilities as the Board of Directors may from time to time prescribe.

**Membership**

The Nominating and Governance Committee shall be composed of at least two directors of the Company who are independent as determined in accordance with the rules of the Nasdaq Stock Market and up to one non-independent director under and in conformity with the “exceptional and limited circumstances” exception of the rules of the Nasdaq Stock Market. The members of the Nominating and Governance Committee will be appointed by the Board of Directors, and the members of the Nominating and Governance Committee will serve at the discretion of the Board of Directors.

**Responsibilities**

The responsibilities of the Nominating and Governance Committee shall include the following:

A. **Nominating**

1. Nominate a Board of Directors capable of advising the Company’s management in fields related to current or future business directions of the Company;
2. Approve all nominees for membership on the Board of Directors, including the slate of director nominees to be proposed by the Board of Directors to the Company’s stockholders for election or any director nominees to be elected or appointed by the Board of Directors to fill interim director vacancies on the Board of Directors;

3. Review director nominees submitted by stockholders of the Company;
4. Appoint directors to committees of the Board of Directors and suggest rotations for chairpersons of committees of the Board of Directors as it deems desirable from time to time;
5. Evaluate and recommend to the Board of Directors the termination of membership of individual directors in accordance with the Board of Directors' corporate governance principles, for cause or other appropriate reasons (including, without limitation, as a result of changes directors' employment or employment status);
6. Consider and/or adopt a policy regarding the consideration of candidates for the Board of Directors recommended by stockholders of the Company, including, if adopted, procedures to be followed by stockholders of the Company in submitting recommendations;
7. Determine, as appropriate, whether there are any specific, minimum qualifications that the Nominating and Governance Committee believes must be met by a nominee approved by the Nominating and Governance Committee for a position on the Board of Directors and whether there are any specific qualities or skills that the Nominating and Governance Committee believes are necessary for one or more directors to possess; and
8. Review the disclosure in the Company's proxy statement for its annual meeting of stockholders and inform management whether there are any changes that are necessary or appropriate with respect to disclosure in the proxy statement regarding: (i) the Nominating and Governance Committee's process for identifying and evaluating nominees for director, including nominees recommended by stockholders of the Company; (ii) any minimum qualifications that the Nominating and Governance Committee believes must be met by nominees recommended by the Nominating and Governance Committee; (iii) any specific qualities or skills that the Nominating and Governance Committee believes are necessary for one or more of the Company's directors to possess; (iv) the procedures to be followed by stockholders in submitting director recommendations; and (v) the policy of the Nominating and Governance Committee with regard to the consideration of director candidates recommended by stockholders of the Company.

B. Corporate Governance

1. Regularly review issues and developments relating to corporate governance issues and formulate and recommend corporate governance standards to the Board of Directors;
2. Review and make recommendations to the Board of Directors regarding the structure and delegated responsibilities of each committee of the Board of Directors to be included in the charter of each such committee of the Board of Directors;

3. Evaluate and recommend any revisions to meeting policies and logistics of the Board of Directors and committees of the Board of Directors;
4. Consider and recommend changes in the size of the Board of Directors; and
5. On a bi-annual basis, solicit input from the Board of Directors and conduct a review and evaluation of the effectiveness of the operation of the Board of Directors and its committees, including reviewing corporate governance and operating practices.
6. From time to time evaluate and recommend to the Board of Directors an appropriate member of the Audit Committee of the Board of Directors to serve as the “audit committee financial expert” as determined in accordance with the rules and regulations of the Securities and Exchange Commission.

### **Annual Review**

The Nominating and Governance Committee shall annually review its own charter (including the structure, processes and membership requirements of the Nominating and Governance Committee) and recommend any proposed changes to the Board of Directors for approval. In addition, the Nominating and Governance Committee shall annually review its own performance.

### **Meetings**

The Nominating and Governance Committee will meet a minimum of twice per year and more frequently as circumstances require.

### **Outside Advisors**

The Nominating and Governance Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, search firms or other advisors.

### **Minutes**

The Nominating and Governance Committee will maintain written minutes of its meetings.

### **Reports**

The Nominating and Governance shall make reports to the Board of Directors of actions taken at its regular and/or special meetings.

### **Compensation**

Members of the Nominating and Governance Committee shall receive such fees, if any, for their service as Nominating and Governance Committee members as may be determined by the Board of Directors in its sole discretion. Such fees may include, without limitation, retainers, per meeting fees and fees for service as Chair of the Nominating and Governance Committee. Fees may be paid in such form of consideration as is determined by the Board of Directors.

Members of the Nominating and Governance Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board of Directors or any committee thereof or as Chairman of the Board of Directors or Chair of any committee of the Board of Directors.

**Delegation of Authority**

The Nominating and Governance Committee may form and delegate authority to subcommittees when appropriate.