

**Exhibit E**

**[Nominating and Corporate Governance Committee Charter]**

## **SYMMETRY MEDICAL INC.**

### **NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **I. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) of Symmetry Medical Inc. (the “Company”) is appointed by the of the board of directors (the “Board”) of the Company to: (i) identify individuals qualified to become members of the board (ii) recommend individuals for selection by the Board as director nominees for the next annual meeting of stockholders (iii) develop and recommend to the Board a set of corporate governance principles and policies applicable to the Company and (iv) oversee the evaluation of the Board and management of the Company.

#### **II. ORGANIZATION**

The Committee shall have the number of members as the Board shall from time to time determine. The members of the Committee shall be appointed by the Board with regard to relevant experience. Each member of the Committee shall, when and as required by the New York Stock Exchange (the “NYSE”) rules applicable to the Company, meet the independence requirements contained in such rules. Committee members shall hold their offices until their successors are elected and qualified, or until their earlier resignation or removal. The Board may remove a member from the Committee at any time with or without cause. All vacancies in the Committee shall be filled by the Board. If the Board has not designated a Chairman of the Committee, the Committee members may elect a Chairman.

The Committee shall meet at such times and with such frequency as it deems necessary to carry out its duties and responsibilities. All meetings shall be at the call of the Chairman of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of business.

The Committee may, as it deems appropriate, delegate its responsibilities to subcommittees, as such delegation may be permitted under the NYSE rules applicable to the Company and other applicable laws, rules and regulations. The Committee shall make regular reports to the Board and shall annually review and assess its own performance and the adequacy of this Charter and recommend any appropriate changes to the Board for approval.

The Committee may, in its sole discretion and at the Company’s expense, retain and terminate legal or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and shall have the sole authority to approve the search firm’s fees and other terms of engagement.

#### **III. DUTIES AND RESPONSIBILITIES**

The Committee will fulfill its responsibilities as required by applicable laws, rules or regulations, and otherwise, as it deems necessary or appropriate. The Committee’s primary responsibilities are to:

1. Recommend to the Board for its approval the criteria and qualifications for membership on the board, which shall include those qualities set forth from time to time in the Company’s Corporate Governance Guidelines, and periodically re-evaluate such criteria and qualifications and recommend any changes to the Board.

2. Identify, recruit and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for re-election at the next annual meeting of the stockholders.
3. Recommend to the Board director nominees for each of the Board committees and review periodically the makeup of the Board committees and recommend, as appropriate, changes in the number, function or membership.
4. Establish procedures for, and administer annual performance evaluations of the Board, individual Board members and its committees by their membership, which will include an annual performance review of this Committee by its members.
5. In consultation with the Compensation Committee, evaluate the Chief Executive Officer's performance in light of specified goals and objectives.
6. Review periodically succession plans of the Chief Executive Officer and President of the Company and identify and recommend to the Board candidates for Chief Executive Officer and other senior executive officers of the Company as may be determined by the Committee.
7. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and periodically review and reassess such guidelines and recommend any proposed changes to the Board for approval.
8. Develop procedures for conducting an annual review of the Board's and management's performance and report annually to the Board with an assessment of such performance.

#### **IV. LIMITATION ON RESPONSIBILITY**

This Charter reflects a delegation of authority and responsibility from the Board to the Committee, and does not alter or increase in any way the nature or scope of any fiduciary duties owed by any member of the Committee to the Company or its stockholders. The indemnification and exculpation provisions of the Company's Certificate of Incorporation and any other agreement that may exist with any member of the Committee shall apply fully to the member's services on the Committee.