

BOWNE

BOWNE & CO., INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

Members and Purpose

The nominating and corporate governance committee of the board of directors of Bowne & Co., Inc. shall consist of a minimum of three directors. All members of the committee shall be “independent” directors as determined in accordance with the rules of the New York Stock Exchange and, unless the board of directors otherwise determines, they shall be the “independent” director members of the Executive Committee. Members of the committee shall be appointed and may be removed by the board of directors in its discretion.

The purpose of the committee shall be to assist the board in identifying qualified individuals to become board members, determining the composition of the board of directors and its committees, monitoring the process to assess board effectiveness and developing and implementing the company's corporate governance guidelines.

Authority and Responsibilities

In furtherance of this purpose, the committee shall have the following authority and responsibilities:

1. To establish criteria and to lead the search for individuals qualified to become members of the board of directors and to select director nominees to be presented for shareholder approval. The committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other members of the board, in collectively serving the long-term interests of the shareholders.
2. To review the board of directors' committee structure and to recommend to the board for its approval directors to serve as members of each committee. The committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. To develop and recommend to the board of directors for its approval a set of corporate governance guidelines. The committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

4. To develop and recommend to the board of directors for its approval an annual self-evaluation process of the board and its committees. The committee shall oversee the annual self-evaluation process.
5. To review on an annual basis director compensation, benefits and directors and officers liability insurance.
6. The committee shall have the authority to retain one or more search firms to assist in identifying director candidates, and to retain outside counsel and any other advisors as the committee may deem appropriate in its sole discretion. The committee shall have sole authority to approve related fees and retention terms for such advisors which shall be paid by the company.
7. The committee shall report its actions and recommendations to the board after each committee meeting and shall conduct and present to the board an annual performance evaluation of the committee. The committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.