

**BUCKEYE TECHNOLOGIES INC.**

**CHARTER**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

***Purpose***

The Committee is established by the Board of Directors for the following purposes:

- (i) assisting the Board by actively identifying individuals qualified to become Board members,
- (ii) recommending to the Board the director nominees for election at the next annual meeting of stockholders or for appointment to the Board, as appropriate,
- (iii) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies,
- (iv) leading the Board and each committee of the Board in its annual performance self-evaluation, including establishing criteria to be used in connection with such evaluation,
- (v) developing and recommending to the Board and administering the Corporate Governance Guidelines of the Company.

***Composition***

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board upon the recommendation of the Committee.
2. Qualifications. Each member of the Committee shall meet all applicable independence and other requirements of law and the New York Stock Exchange.
3. Chair. The Chair of the Committee shall be appointed by the Board upon the recommendation of the Committee.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board upon the recommendation of the Committee.

## *Operations*

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least two times per year.
2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
3. Report to Board. The Committee shall report its actions to the Board at the next regularly scheduled Board meeting after such action was taken and shall submit to the Board the minutes of its meetings.
4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter periodically and recommend any changes to the Board.

## *Authority and Duties*

1. The Committee shall identify and recommend to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in the Company's Corporate Governance Guidelines and this Charter. The Committee shall report to the Board periodically on the status of these efforts. The Committee shall review candidates for the Board recommended by stockholders. The invitation to join the Board shall be extended by the Chair of the Board.
2. The Committee shall review with the Board, on an annual basis, the size and structure of the Board, as well as the current composition of the Board in light of the characteristics of independence, age, skills, experience, diversity and availability of service to the Company of its members and of anticipated needs. The Committee shall establish and review with the Board the appropriate skills and characteristics required of Board members.
3. The Committee shall, upon a significant change in a director's principal occupation, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Guidelines, the continued Board membership of such director.

4. The Committee shall establish and oversee the Company's director orientation and continuing education programs and review and revise those programs as appropriate.
5. The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with the Company's Corporate Governance Guidelines and applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any corrective action to be taken, as the Committee may deem appropriate.
6. The Committee shall establish criteria and processes for, and lead the Board and each committee of the Board in, its annual performance self-evaluation. Each performance self-evaluation shall be discussed with the Board following the end of each fiscal year. Each performance self-evaluation shall focus on the contribution to the Company by the Board, by each individual director and by each committee, and shall specifically focus on areas in which a better contribution could be made.
7. The Committee shall review and establish, for approval by the full Board, succession planning and retention practices for the Chief Executive Officer and the President/Chief Operating Officer of the Company.
8. The Committee shall establish procedures to help shareholders communicate with the non-management directors of the Company.
9. The Committee shall evaluate any shareholder proposals relating to the Committee's mandate and recommend responses to such shareholder proposals to the Board.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.

The Committee shall have the power to retain search firms or advisors to identify director candidates. The Committee may also retain counsel or other advisors, as it deems appropriate. The Committee shall have sole authority to retain and terminate such search firms or advisors and to review and approve such search firm or advisor's fees and other retention terms.