

# **COGNEX CORPORATION**

## **NOMINATING COMMITTEE CHARTER**

### **I. Purpose**

The Nominating Committee of the Board of Directors (the “Nominating Committee”) of Cognex Corporation (the “Corporation”) on behalf of the Board of Directors (the “Board”) is responsible for identifying individuals qualified to serve as board members and recommending to the Board nominees for election as directors at each annual meeting of stockholders and when vacancies in the Board occur for any reason.

### **II. Composition**

The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, all of whom shall meet the independence requirements of applicable statutes and regulations, including those of the Marketplace Rules of the National Association of Securities Dealers, Inc.

The members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Nominating Committee. Any vacancy on the Nominating Committee, occurring for whatever reason, may be filled only by the Board. Unless a Chair is designated by the full Board, the members of the Nominating Committee may designate a Chair by majority vote.

### **III. Meetings**

The Nominating Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Nominating Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating Committee may act by unanimous written consent. The Chair of the Nominating Committee, in consultation with the other committee members, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Charter.

#### **IV. Responsibilities**

The Nominating Committee's responsibilities shall be to:

##### **A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications to the Charter that the Nominating Committee deems appropriate.

##### **B. Selection of New Directors**

- Identify individuals qualified to serve as members of the Board and recommend to the Board nominees for election at each annual meeting of stockholders and when vacancies in the Board occur for any reason. In identifying individuals qualified to serve on the Board, the Nominating Committee may consider any criteria it deems appropriate, including, without limitation, the experience and qualifications of any particular director candidate as well as such director candidate's past or anticipated contributions to the Board and its committees.

##### **C. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority to retain and terminate any search firm that is to be used to assist in identifying director candidates. The Nominating Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

#### **V. General**

- The Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.

- In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating Committee shall have the authority to request that any officer or employee of the Corporation, the Corporation's outside legal counsel, the Corporation's independent auditor or any other professional retained by the Corporation to render advice to the Corporation attend a meeting of the Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities.
- The Nominating Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: March 5, 2003