

Gateway, Inc.
Corporate Governance and Nominating Committee Charter

Purpose

The primary purposes of the Corporate Governance and Nominating Committee (the Committee) are: (i) to develop and recommend to the Board a set of Corporate Governance principles applicable to Gateway, (ii) to identify individuals qualified to become members of the Board of Directors (the Board), (iii) to recommend to the Board candidates for service as a director on the Board and nominees for the annual meeting or any special meeting of stockholders of Gateway and to fill any vacancies or newly created directorships that may occur between such meetings, (iv) to recommend candidates for membership on the various committees of the Board, and (v) evaluate Board performance. The Committee shall also advise and assist the Board with respect to the compensation and retention of Board members as appropriate.

Membership

The Committee shall consist of not less than two members of the Board of Directors, each or whom is independent of management of the Corporation and free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member. The Chairman of the Committee shall be designated by the Board. Members of the Committee shall be appointed by the Board annually and as vacancies or newly created positions occur and may be removed by a majority of the Board at any time.

Key Responsibilities

The Committee shall have the following responsibilities and powers:

- (a) Develop and recommend to the Board a set of corporate governance principles applicable to Gateway based on regulatory requirements, institutional guidelines and worldwide best practices;
- (b) Oversee the evaluation of the Board pursuant to the corporate governance principles adopted (the Corporate Governance Guidelines);
- (c) Review and reassess the adequacy of the Corporate Governance Guidelines at least annually and recommend any proposed changes to the Board;
- (d) Establish and maintain for future use a current list of qualified candidates for nomination as directors;

- (e) Evaluate persons considered for nomination as directors, including current directors, and recommend to the Board the persons who should be considered for election as directors at the annual meeting of stockholders of Gateway. In connection with its recommendations, the Committee shall:
- review the qualifications of candidates for membership on the Board (including a determination as to a candidate's independence) based on the criteria established by the Committee;
 - assess the performance of current directors considered for re-nomination to the Board; and
 - periodically review the composition of the Board in light of the challenges and requirements of the Board.

Criteria for membership on the Board shall include a requirement that members of the Board shall:

- have had significant experience in commercial, industrial, technology, educational, governmental, charitable, not-for-profit and/or other relevant sectors, such that the Board member can contribute effectively to the stewardship of Gateway;
 - demonstrate the integrity and honesty necessary to provide sound and prudent guidance to Gateway's strategic direction and operations;
 - to the extent feasible, reflect diversity, including race and gender ;
 - have the ability and expressed commitment to dedicate sufficient time and resources to perform diligently the duties of Board and Board Committee membership; and
 - with respect to a majority of the members of the Board, meet the standards of independence set forth below;
- (f) Recommend from time to time, as the Committee may deem appropriate, increasing or decreasing the number of members of the Board;
- (g) Have sole authority to retain and terminate any search firm to be used to identify director candidates, and have sole authority to approve the search firm's fees and other retention terms;

- (h) Review and recommend to the Board the annual compensation, a portion of which shall be equity based, to be paid to non-employee directors. In setting the non-employee director compensation, the Committee shall consider, among other factors, the possibility that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if Gateway makes substantial charitable contributions to an organization with which a director is affiliated, or if Gateway enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which a director is affiliated.

The Committee shall also:

- consider corporate goals and objectives relevant to director compensation;
 - set director compensation based on evaluation of the performance of the Board in light of such goals and objectives and such other factors as the Committee deems appropriate and in Gateway's best interests; and
 - set the long-term incentive component of director compensation based on stockholder returns, previous incentive awards in past years and the value of similar incentive awards at comparable companies, as well as any other factors the Committee deems appropriate and in Gateway's best interests;
- (i) Recommend to the Board the names of directors to serve each year on the standing committees of the Board. Before recommending a director for appointment to a committee, the Committee shall:
- consider each director's particular experience, educational background, qualifications (including a determination as to the independence of the candidate) and preferences;
 - assess the director's performance as a committee member if the director is being considered for re-appointment to the committee; and
 - periodically review the membership of the committee to evaluate whether it may be appropriate to add or remove individuals in light of the current mix of background and skills as well as the challenges and needs of the committee;

- (j) Review appropriateness of continued membership of a director on the Board when notified of a director's change in principal occupation or business association or retirement or when notified of a director's planned acceptance of an invitation to serve on another corporate board or with a government or advisory group in accordance with the Corporate Governance Guidelines and make a recommendation to the Board as to any action to be taken;
- (k) Assess, on the basis of established criteria, the performance of each individual director standing for re-election at the next annual meeting. The established criteria shall address each director's core competencies, independence and level of commitment.

The Committee shall consider not only an individual's performance, but also the composition of the Board and the challenges and needs of the Board at that time. The Committee shall also consider the impact of any change in the principal occupation of existing directors. Upon completion of the evaluation process of individual directors, the Committee shall report its conclusions and recommendations to the Board;

- (l) Report back to the Board with respect to the actions of the Committee at the next regularly scheduled meeting of the Board;
- (m) Oversee orientation and continuing education programs offered for directors;
- (n) Review proposed charitable contributions to entities associated with Gateway's officers and directors in accordance with the Corporate Governance Guidelines adopted by the Board;
- (o) Undertake an annual evaluation of the performance of the Board and its committees and report the results of the evaluation to the Board;
- (p) Lead the Board in its annual evaluation of whether the Board and its committees are functioning effectively. The Committee shall oversee the evaluation with each director completing a questionnaire developed by the Committee with respect to various criteria. The collective evaluations shall be compiled by the Committee in advance of the review session and shall be presented by the Chairman of the Committee to the full Board for discussion; and

- (q) Carry out all tasks assigned to the Committee in the Corporate Governance Guidelines or by the Board from time to time.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

The Committee has the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates, including sole authority to approve all such search firm's fees and other retention terms. In addition, the Committee has the sole authority to retain and terminate any compensation consultant assisting the Committee in the evaluation of director compensation, including sole authority to approve all such compensation consultant's fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of Gateway.