

INSITUFORM TECHNOLOGIES, INC.

CORPORATE GOVERNANCE & NOMINATING COMMITTEE

Charter

I. Purpose.

The purpose of the Corporate Governance & Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Insituform Technologies, Inc. (the “**Company**”) is:

- To advise the Board on corporate governance principles applicable to the Company, thereby taking a leadership role in shaping the Company’s corporate governance; and
- To identify individuals qualified to become Board members, and to select director nominees in order to enhance the independence and quality of nominees.

II. Organization and Authority.

The Committee shall be comprised of at least two (2) directors, each of whom shall satisfy the applicable independence requirements of The Nasdaq Stock Market and any other applicable regulatory requirements. Committee members shall be appointed by the Board annually. The Board may remove any Committee member. Members shall serve until their successors are duly elected and qualified.

The Chairman of the Committee shall be designated by the Board; provided, however, if the Board does not do so, the Committee members shall elect a Chairman by vote of a majority of the Committee. The Chairman of the Committee may establish rules as determined by the Chairman to be necessary or appropriate for the conduct of the Committee’s business.

The Committee may form subcommittees and delegate authority to subcommittees or to the Chairman when appropriate.

The Committee shall meet as frequently as circumstances dictate, but at least once a year. A majority of the members of the full Committee shall constitute a quorum for purposes of holding a Committee meeting. The Committee can take action at a meeting by the vote of a majority of the Committee members present.

The Committee shall report to the Board.

The Committee shall have sole authority to retain, and to terminate, any independent advisers it deems necessary or appropriate, including a search firm to be used to identify director candidates. This authority shall include the authority to approve such advisers’ fees and other retention terms.

The Committee shall have access to the Company’s management as the Committee deems appropriate.

III. Responsibilities.

The responsibilities of the Committee shall include:

Corporate Governance

General

- advising the Board on corporate governance matters and being available to make corporate governance recommendations, as necessary;

Corporate Governance Principles

- developing and recommending to the Board a set of corporate governance principles applicable to the Company, which principles shall address, at a minimum:
 - director qualification standards,
 - director responsibilities,
 - director access to management and independent advisers,
 - general guidelines for determining the form and amount of director compensation,
 - director orientation and education,
 - management succession and
 - annual Board performance evaluation;
- reviewing and assessing the adequacy of the Company's corporate governance principles at least annually, and recommending to the Board any changes deemed appropriate;

Board Qualification and Eligibility

- reviewing and making recommendations to the Board concerning qualifications and eligibility requirements for Board members;
- reviewing the Board's criteria for selecting new directors and for appointing directors to serve on committees, which include broad experience, wisdom, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment and willingness to devote adequate time to Board and committee duties, and making recommendations to the Board regarding qualification and selection criteria;

Board and Committee Organization

- considering and recommending changes in the size of the Board;
- making recommendations to the Board regarding the types, functions, sizes and membership of Board committees, and delegated responsibilities to be included in the charter of each Board committee;

- periodically evaluating the composition, organization and governance of the Board and its committees, determining future requirements and making recommendations to the Board for approval;
- suggesting rotations for committee chairpersons as the Committee deems desirable from time to time;
- evaluating and recommending any revisions to Board and committee meeting policies and logistics;

Performance Evaluations and Education

- performing Board and committee performance evaluations, including reviewing and assessing the Committee's own performance, on an annual basis;
- establishing and maintaining an orientation program for new directors and a continuing education program for all directors;

Code of Conduct and Conflicts of Interest

- recommending to the Board a Code of Conduct that is applicable to all directors, officers and employees, addressing the issues of conflicts of interest and compliance with law and regulations, and providing for an enforcement mechanism that ensures:
 - prompt and consistent enforcement of the Code of Conduct,
 - protection for persons reporting questionable behavior,
 - clear and objective standards for compliance and
 - a fair process by which to determine violations;
- reviewing the Code of Conduct at least annually and recommending any appropriate changes to the Board;
- advising the Board on whether or not to grant waivers for directors or officers under the Code of Conduct, with any such waivers promptly disclosed to stockholders;

Director Nominations

- conducting searches (to the extent necessary) for prospective Board members with the desired skills and attributes;
- evaluating and selecting nominees for election to the Board;
- reviewing director candidates submitted by stockholders; and
- in the case of a vacancy on the Board, evaluating prospective Board members to fill the vacancy, and recommending a candidate to the Board.

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