



**EDGEWATER TECHNOLOGY, INC. CORPORATION BOARD OF DIRECTORS  
GOVERNANCE & NOMINATING COMMITTEE CHARTER**

**Organization**

The Governance & Nominating Committee (the "Committee") of the Board of Directors of Edgewater Technology, Inc. (the "Company") previously organized and referred to as the "Nominating Committee" shall be appointed by the Board of Directors and shall consist of at least three directors, each of whom immediately following the 2004 Annual Stockholders' Meeting of the Company, must be "Independent," as defined in paragraph 17 of the Company's Corporate Governance Board Guidelines, as amended (the "Guidelines"), and satisfy any other criteria for membership that are specified in the NASDAQ Rules and any other federal or state statute or regulation applicable to the Company from time to time. The Committee shall be subject to the provisions of the Company's Amended and Restated Bylaws relating to committees of the Board of Directors, including those provisions relating to removing committee members and filling vacancies.

**Statement of Policy and Purpose**

The Committee shall provide assistance to the Board of Directors in the manner specified in the Guidelines.

**Authority, Powers and Responsibilities**

In connection with performing its powers and responsibilities specified in the Guidelines, the Committee will:

- In accordance with the Guidelines: (a) review with the Board of Directors the criteria for the skills and characteristics required of Board members in the context of the composition and needs of the Board of Directors from time to time that are in addition to the Director Qualifications, Selection and Board Membership Criteria in the Guidelines; (b) identify individuals qualified to become members of the Board of Directors; (c) supervise and oversee the nomination process involving director candidates; and (d) recommend director nominees to the Independent directors of the of the Board for nomination at or prior to the next Annual Stockholders' Meeting.
- Have the authority to retain and terminate search firms to be used to identify director candidates and to provide background searches for director candidates and to approve the search firms' fees and other retention terms, all at the expense of the Company.
- Periodically review and assess the Guidelines and recommend any proposed changes to the Board of Directors for approval.
- Review and assess annually this Charter and the performance of the Committee and obtain the approval of the Board of Directors of any recommended changes to this Charter or the Committee.

- Have the authority to investigate matters brought to its attention, with full access to all books, records, facilities, and personnel of the Company for such matters and the power to retain outside professionals for this purpose, all at the expense of the Company.
- Undertake all further actions and discharge all further responsibilities imposed upon the Committee from time to time by applicable rules of the Securities and Exchange Commission, NASDAQ, and any other federal or state statute or regulation applicable to the Company from time to time.
- Meet as many times as necessary during each fiscal year to fulfill the forgoing responsibilities of the Committee.<sup>1</sup>

### **Charter Adoption and Amendments**

This Charter was adopted effective February 25, 2004.

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<sup>1</sup> As to meetings of the Committee, the Committee will meet in as many executive sessions as necessary each fiscal year outside the presence of the Chief Executive Officer and other management personnel of the Company, in order to comply with the NASDAQ Rules (whether proposed or adopted) and any other federal or state statute or regulation applicable to the Company from time to time.