

**AMENDED AND RESTATED
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
MEADE INSTRUMENTS CORP.**

1. **Purpose.** The Committee is appointed by the Board of Directors (the “Board”) to (a) assist the Board in identifying individuals qualified to become Board members and Board committee members, and to select, or to recommend that the Board select, the director nominees for each annual meeting of stockholders and the Board committee nominees; (b) develop and recommend to the Board corporate governance principles applicable to the Company; and (c) take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.
2. **Membership.** The Committee will be comprised of three or more directors. All members of the Committee will be independent directors (as determined by the Board) under the independence requirements of the NASDAQ Stock Market and applicable law. The members of the Committee will be appointed by and serve at the discretion of the Board.
3. **Specific Responsibilities and Duties.** The Board delegates to the Committee the express authority to:
 - (a) **Board Composition.** Evaluate the size and composition of the Board, develop criteria for Board membership, and evaluate the independence of existing and prospective directors.
 - (b) **Candidates.** Seek and evaluate qualified individuals to become directors. Criteria that will be used in connection with evaluating and selecting new directors will include factors relating to whether the director candidate would meet the definition of independence required by the NASDAQ Stock Market. In considering possible candidates for election as a director, the Committee should be guided by the following principles: (a) each director should be an individual of high character and integrity; (b) each director should be accomplished in his or her respective field, with superior credentials and recognition; (c) each director should have relevant expertise and experience, and be able to offer advice and guidance to management based on that expertise and experience; (d) each director should have sufficient time available to devote to the affairs of the Company; (e) each director should represent the long-term interests of the stockholders as a whole; and (f) directors should be selected such that the Board represents a diversity of background and experience.
 - (c) **Stockholder Candidates.** Approve procedures to be followed by stockholders in submitting recommendations of director candidates and establish a policy with regard to the consideration of such director candidates.

- (d) **Committees.** Evaluate the nature, structure and composition of other Board committees.
 - (e) **Governance Guidelines.** Take such steps as the Committee deems necessary or appropriate to develop, monitor and reassess from time to time the Corporate Governance Guidelines of the Company.
 - (f) **Compliance Programs.** Take such steps as the Committee deems necessary or appropriate to develop, monitor and reassess from time to time a Corporate Compliance Program, including a Code of Conduct and Ethics for officers, employees and directors, and make decisions with respect to any requested changes to or waivers of such program and codes for directors or officers.
 - (g) **Review Charter.** Review and reassess the adequacy of this Charter at least annually.
 - (h) **Other Actions.** Take such other actions as may be requested or required by the Board from time to time.
 - (i) **Recommendations; Reports.** Make recommendations and report to the Board and other Board committees with respect to any of the foregoing matters.
4. **Meetings.** The Committee will meet with such frequency, and at such times, as its Chairperson, or a majority of the Committee, determines. A special meeting of the Committee can be called by the Chairperson and will be called promptly upon the request of any two Committee members. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Bylaws applicable to such meetings will govern meetings of the Committee.
5. **Minutes.** Minutes of each meeting will be kept. The Committee will report to the Board regularly or whenever requested to do so by the Board.
6. **Subcommittees.** The Committee has the power to appoint subcommittees, but no subcommittee will have any final decision making authority on behalf of the Board.
7. **Reliance; Experts; Cooperation.**
- 8.1 Retention of Counsel and Advisors.** The Committee has the authority, in its discretion, to retain at the Company's expense such counsel, advisors and experts as it deems necessary or appropriate to carry out its duties.
- 8.2 Reliance Permitted.** The Committee will act in reliance on management, the Company's independent public accountants, internal auditors, and advisors and experts, as it deems necessary or appropriate to enable it to carry out its duties.
- 8.3 Investigations.** The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
- 8.4 Required Participation of Employees.** The Committee shall have unrestricted

access to the Company's employees, independent public accountants, internal auditors, and internal and outside counsel, and may require any employee of the Company or representative of the Company's outside counsel or independent public accountants to attend a meeting of the Committee or to meet with any members of the Committee or representative of the Committee's counsel, advisors or experts.