

**CHARTER FOR THE
NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
FEI COMPANY
(as amended and restated on May 15, 2003)**

PURPOSE

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of FEI Company (the “**Company**”) is to oversee the nomination of directors for service on the Board and its committees and to address general corporate governance and other related matters.

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

MEMBERSHIP

The members of the Committee will be nominated by, will be appointed by, and will serve at the discretion of, the Board and will consist of at least two (2) members of the Board. Each member of the Committee will be an independent director in accordance with the rules of the Nasdaq National Market (to the extent such requirements are effective from time to time).

The Board shall designate one member of the Committee as the Committee’s Chairperson.

DIRECTOR NOMINATION POLICY

1. The Committee has been established to serve the interests of the Company and its shareholders to obtain highly qualified candidates with the personal integrity, knowledge, skills, expertise, diversity of experience, ability to make independent analytical inquiries, understanding of the Company’s business environment and willingness to devote adequate time and effort to serve as members of the Board.

RESPONSIBILITIES AND AUTHORITY

The responsibilities and authority of the Committee shall include:

Board and Committee Nomination and Evaluation

1. Determining, on a periodic basis, the desired qualifications, expertise and characteristics of Board members and conducting searches for potential Board members with corresponding attributes;
2. Evaluating, proposing, and approving nominees for election or appointment to the Board and proposals for the Board slate for election. Considering, evaluating and, as applicable, proposing and approving stockholder nominees for election to the Board;
3. Evaluating and making recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs;
4. Evaluating the performance of the Board and of individual directors and overseeing the Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences;
5. Evaluating the current composition, size, organization and governance of the Board and its committees, determining future requirements and making recommendations to the Board for approval;

Other Responsibilities and Authority

6. Overseeing and implementing, as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements;
7. Reviewing the Committee's own charter, structure, processes and membership requirements; and
8. Performing such other duties as may be requested by the Board.

INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities and personnel of the Company.

As appropriate, the Committee will obtain advice and assistance from outside legal, accounting or other advisors at the Company's expense.

MEETINGS

The Committee will determine its own schedule and will meet at least one (1) time each year.

MINUTES

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS

The Committee will provide reports to the Board regarding the Committee's nominations for election to the Board and its committees and regarding such other matters as the Committee may deem appropriate.

COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members, as may be determined by the Board. Such fees may include retainers or per meeting fees and shall be paid in such form of consideration as is determined by the Board.

DELEGATION OF AUTHORITY

The Committee may, to the extent permitted under applicable law, the rules of Nasdaq and the SEC, and the Company's Articles of Incorporation and Bylaws, form and delegate authority to subcommittees when appropriate.