

## **Merix Corporation**

### **Nominating and Corporate Governance Committee Charter**

#### **Purpose and Authority:**

The purpose of the Nominating and Corporate Governance Committee (the "Committee") is to (i) identify individuals qualified to become members of the Board, (ii) approve and recommend to the Board director candidates, (iii) develop, update as necessary and recommend to the Board corporate governance principles and policies, including the Company's Corporate Governance Guidelines, applicable to the Company, and (iv) monitor compliance with such principles and policies.

The Committee when appropriate may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee or Company officers.

#### **Composition:**

##### **Independence**

The Committee shall be composed of three (3) or more directors, as determined by the Board, each of whom shall meet the independence standards required by the Board, the Nasdaq Stock Market, Inc, or other applicable trading exchange or quotation system, and laws and regulations applicable to the Company.

##### **Appointment and Removal of Members**

The members of the Committee shall be appointed by the Board on the recommendation of the Chair of the Board following the Chair's consultation with the incumbent Chair of the Committee. The Board may remove any member from the Committee at any time with or without cause.

#### **Duties and Responsibilities:**

The Committee shall have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Board.

##### **Director Selection**

- Review, approve and recommend for Board consideration director candidates based on the Director Selection Guidelines outlined in Exhibit A

to this Charter, and advise the Board with regard to nomination or election of director candidates.

- Periodically review, approve and recommend to the Board appropriate revisions to the Director Selection Guidelines outlined in Exhibit A to this Charter.
- Determine procedures for the review, approval and recommendation of director candidates, as appropriate.

### **Board and Board Performance**

- Periodically review and recommend to Board appropriate size of the Board.
- Periodically review appropriateness of any restrictions on Board service, such as term limits and retirement policy.
- Develop, periodically review and recommend to Board director stock ownership guidelines and monitor compliance with such guidelines.
- Establish, coordinate and review with Chair of Board criteria and method for evaluating the effectiveness of the Board.
- Recommend frequency of regular meetings of non-management directors and develop format for such meetings, including selection of presiding director at such meetings.

### **Board Compensation**

- Annually review director compensation practices in relation to comparable companies.
- Recommend to Board, as appropriate, revisions to director compensation practices.

### **Board Committee Matters**

- Recommend to Board, as appropriate, number, type, functions, structure and independence of committees.
- Annually recommend to the Board director membership on Board committees and advise Board and/or committees with regard to selection of Chairs of committees.

- Determine criteria and procedures for selection of committee members and Chairs, as appropriate.
- Establish and coordinate with applicable committee Chair criteria and method for evaluating the effectiveness of the committees.

### **Director Orientation and Continuing Education**

- Periodically review and revise, as appropriate, the Company's director orientation program.
- Monitor, plan and support continuing education activities of the directors.

### **Governance Policies**

- Recommend whether certain matters of corporate governance should be decided by independent directors only.
- Develop and periodically review and recommend to the Board in conjunction with the Audit Committee appropriate revisions to a code of conduct applicable to the Company's directors, officers and employees pursuant to and to the extent required by regulations applicable to the Company from time to time.
- Develop and periodically review and recommend to the Board in conjunction with the Audit Committee appropriate revisions to a code of ethics applicable to the Company's senior financial officers pursuant to and to the extent required by regulations applicable to the Company from time to time.
- Develop, review and recommend to the Board, as appropriate, other principles and policies relating to corporate governance; and monitor compliance with and the effectiveness of such principles and policies, as appropriate. Keep the Board updated in regard to changes in corporate governance policies.

### **Committee Reports to Board**

- Provide minutes of Committee meetings to the Board and report to the Board on any significant matters arising from the Committee's work.

**Meetings:**

The Committee shall establish a meeting calendar annually. The Committee may hold such other meetings as are necessary or appropriate in order for the Committee to fulfill its responsibilities. In the absence of a member designated by the Board to serve as Chair, the members of the Committee may appoint from among their number a person to preside at their meetings.

**Evaluation:**

The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.

## **EXHIBIT A**

### **Merix Corporation**

#### **Director Selection Guidelines**

The Charter of the Nominating and Corporate Governance Committee (the "Committee") of the Board requires the Committee to develop and periodically review and recommend to the Board appropriate revisions to these Director Selection Guidelines. The following guidelines have been adopted by the Board upon the recommendation of the Committee.

#### **Director Qualifications:**

When considering potential director candidates for nomination or election, directors should consider the following qualifications, among others, of each director candidate:

- High standard of personal and professional ethics, integrity and values;
- Training, experience and ability at making and overseeing policy;
- Willingness and ability to keep an open mind when considering matters affecting interests of Merix Corporation;
- Willingness and ability to devote the required time and effort to effectively fulfill the duties and responsibilities related to Board and committee membership;
- Willingness and ability to serve on the Board for multiple terms, if nominated and elected, to enable development of a deeper understanding of the Merix's business affairs;
- Willingness not to engage in activities or interests that may create a conflict of interest with a director's responsibilities and duties to the Merix; and
- Willingness to act in the best interests of the Merix, and objectively assess Board, committee and management performances.

#### **Board Composition Selection Criteria:**

The Board believes that its effectiveness depends on the overall mix of the skills and characteristics of its directors. Accordingly, the following factors, among

others, relating to overall Board composition should be considered when determining Board needs and evaluating director candidates to fill such needs:

- Independence;
- Diversity (e.g., age, geography, professional, other);
- Professional experience;
- Industry knowledge (e.g., relevant industry or trade association participation);
- Skills and expertise (e.g., accounting or financial);
- Leadership qualities;
- Public company board and committee experience;
- Non-business-related activities and experience (e.g., academic, civic, public interest);
- Board continuity (including succession planning);
- Board size;
- Number and type of committees, and committee sizes; and
- Legal and Nasdaq Stock Market, Inc., or other applicable trading exchange or quotation system, requirements and recommendations, and other corporate governance-related guidance regarding board and committee composition.

### **Selection Procedures:**

Potential director candidates should be referred to the Chair of the Committee for consideration by the Committee and possible recommendation to the Board. The Committee shall maintain a list of director candidates to consider and propose to the Board, as required. If necessary or desirable in the opinion of the Committee, the Committee will determine appropriate means for seeking additional director candidates, including engagement of any outside consultant to assist the Committee in the identification of director candidates.

The Committee shall decide on the appropriate means for the review and approval of individual director candidates, including current directors, and the

recommendation of director candidates to the Board. In the event of a vacancy on the Board, the Chair of the Committee shall initiate the effort to identify appropriate director candidates.