



MEMC ELECTRONIC MATERIALS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
(Adopted February 23, 2005)

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of MEMC Electronic Materials, Inc. (the “Company”): (1) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for the next Annual Meeting of Stockholders and from time to time to fill vacancies on the Board; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board’s performance; and (4) to oversee the evaluation of the Company’s executive officers. Such activities shall be conducted in a manner consistent with the Company’s Corporate Governance Guidelines.

II. Committee Membership

The Committee shall consist of no fewer than three Board members. At least one member of the Committee shall meet the independence requirements of the New York Stock Exchange (“NYSE”) from the effective date of this Charter and for a period of no longer than ninety (90) days. Thereafter, at least a majority of the members of the Committee shall meet the independence requirements of the NYSE. Within one year of the effective date of this Charter, all members of the Committee shall meet the NYSE independence requirements.

The members of the Committee shall be appointed and replaced by the Board, as the Board shall determine from time to time. The Board shall designate the Chairperson of the Committee.

III. Meetings

The Committee shall meet at least twice annually, or more frequently as the Committee may from time to time determine to be appropriate. Two or more Committee members shall constitute a quorum. The vote of a majority of the Committee members present at any meeting at which a quorum is present shall be necessary to constitute the act of the Committee.

The Committee and its members shall have complete access to management. Should any member of the Committee believe that participation of management or outside advisors in any discussion of a particular subject would be advisable, they are encouraged to make such request.

IV. Committee Authority and Responsibilities

- The Committee shall actively seek and evaluate individuals qualified to become board members for recommendation to the Board. The Committee shall also consider any candidate recommended by any of the Company's stockholders of record, so long as such recommendation has been made in accordance with Company by-laws and all of the policies adopted by the Committee.
- The Committee shall evaluate from time to time the appropriate size (number of members) of the Board and recommend any increase or decrease.
- The Committee shall recommend, as appropriate, changes in the composition of the members to more accurately reflect the needs of the business, and in this connection propose the addition of members and the necessary resignation of members for purposes of obtaining the appropriate member(s) and skills.
- In evaluating a candidate for director, the Committee shall consider the criteria set forth in the Company's Corporate Governance Guidelines and such other criteria as the Committee shall consider appropriate under the circumstances. The Committee shall take into account, as applicable, the satisfaction of any independence requirements imposed by law, regulation and NYSE requirements. When considering director nominees recommended by a stockholder, the Committee may also consider the number of shares held by the recommending stockholder, the length of time that such shares have been held, and the relationship, if any, between the recommending stockholder and the proposed director nominee.
- The Committee shall formally propose to the full Board the slate of directors to be elected at each Annual Meeting of Stockholders and described in the Company's proxy statement. The Committee shall formally propose to the full Board the Committee's recommendation for directors to be appointed to fill vacancies from time to time.
- The Committee shall have authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
- The Committee shall oversee annual evaluations of the Company's executive officers.
- The Committee shall periodically review the Company's succession planning for directors and senior management.

- The Committee shall, with advice from the Company's General Counsel and, if appropriate or desirable, outside legal counsel, periodically review and recommend changes to the Company's Certificate of Incorporation and By-laws as they relate to corporate governance matters and the Company's Corporate Governance Guidelines.
- The Committee shall periodically review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
- The Committee shall oversee management's efforts to prepare an orientation process for new directors and, as appropriate, additional continuing education sessions for directors on matters relevant to the Company and its business.
- The Committee may form and delegate authority to subcommittees when appropriate.