

**CHARTER OF THE NOMINATING  
AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
inTEST CORPORATION**

**I. Committee Purpose**

The Nominating and Corporate Governance Committee is appointed by the Board of Directors to (i) identify qualified individuals to become members of the Company's Board of Directors, (ii) select the director nominees to be presented for election at each annual meeting of stockholders, (iii) review, evaluate and recommend changes to the Company's corporate governance practices, and (iv) oversee periodic evaluations of the Board.

**II. Committee Composition**

The Committee shall consist of at least three directors, one of whom shall be designated by the Board as Chairman of the Committee. The Committee shall be comprised solely of independent directors as defined in the NYSE MKT LLC Company Guide.

**III. Committee Responsibilities and Duties**

The Committee shall have the following responsibilities and duties:

**Nominations:**

- Prior to each annual meeting of stockholders, the Committee will assess the qualifications, expertise, performance and willingness to serve of each existing director. At least once every three years, such assessment shall include consideration of the directors' self-assessments and assessments of the performance of the Board as a whole.
- Upon determination of the number of directors to be elected at the next annual meeting, the Committee shall identify candidates who are qualified to stand for re-election or to become new members of the Board, consistent with any qualifications, expertise and characteristics that may have been approved by the Board or determined by the Committee from time to time. The Committee shall prioritize, contact, interview and evaluate new candidates. Other directors or executive officers may be asked to assist in this process. Upon determination by the Committee of which candidate or candidates to select, the Committee shall approve same by majority vote.
- In the event of a vacancy on the Board, following determination by the Board that such vacancy shall be filled, the Committee shall identify

candidates who are qualified to fill such vacancy, consistent with any qualifications, expertise and characteristics that may have been approved by the Board or determined by the Committee from time to time. The Committee shall prioritize, contact, interview and evaluate such candidates. Other directors or executive officers may be asked to assist in this process. Upon determination by the Committee of which candidate or candidates to select, the Committee shall approve same by majority vote.

- The Committee shall consider all candidates, including candidates submitted by stockholders in accordance with procedures adopted by the Committee, the Bylaws of the Company, and applicable law, on the same basis.
- Before selecting any nominee for director, the Committee shall review the candidate's availability and willingness to serve.
- If a director changes the employment or position he or she held when the director began serving on the Board, the Committee will review the continued appropriateness of Board membership in light of such changed circumstances.

#### **Corporate Governance:**

- Recommend to the Board processes for ensuring that the Board (collectively and individually) remains and becomes increasingly effective.
- Periodically, review and assess the effectiveness of the Company's Guidelines on Significant Corporate Governance Issues and recommend to the Board proposed revisions to such Guidelines.
- Oversee the periodic evaluation of the Board and the director self-assessments.
- Administer the Company's Code of Ethics, including, periodically, review and assess the Code of Conduct and recommend proposed changes to the Board for approval.
- Periodically, review and assess the Committee structure of the Board and the Committee functions and composition, including recommending Committee assignments for directors.
- Periodically, review and recommend to the Board presentations and programs designed to assist Directors in developing and maintaining knowledge and skills necessary or appropriate for the performance of their responsibilities.

- Periodically, review management's succession plans for the Chief Executive Officer and the Company's other executive officers, including the policies and principles for selection of successors, and recommend such plans to the Board for approval.