

**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 (the “Committee”) is appointed by the Board of Directors (the “Board”) of inTEST Corporation (the “Company”) to (i) identify qualified individuals to become members of the Company’s Board, (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. The Committee shall also have such other purposes as may be determined from time to time by the Board.

II. Committee Composition

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

III. Committee Responsibilities and Duties

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its responsibilities and duties, but in any case, the Committee should meet at least once each year. 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. 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. When assessing a candidate, consideration will be given to the effect such candidate will have on the diversity of the Board. Diversity of the Board is evaluated by considering a broad range of attributes, such as background, both geographic and demographic (including, without limitation race, gender and national origin), expertise and experience. 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 Corporate Governance Guidelines and recommend to the Board proposed revisions to such Guidelines.
- Oversee the annual 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 President and 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.
- Periodically review the adequacy of this Charter and submit any recommendations for amendment to the Board for approval.

General:

- The Committee will have the authority, to the extent it deems necessary or appropriate, to retain personnel and consultants, legal counsel and other professional advisors to assist it in carrying out its responsibilities. The Company will provide for appropriate funding, as determined by the Committee, for payment of the fees and expenses of any such personnel, consultants, legal counsel and other professional advisors retained by the Committee.