

**FURMANITE CORPORATION
NOMINATING AND GOVERNANCE
COMMITTEE CHARTER**

1. Membership

The Nominating and Governance Committee shall consist of not less than three or more than six members of the Board of Directors and shall be elected by the Board of Directors. Only the members of the Board of Directors who are not officers or employees of the Company are eligible to serve as members of the Nominating and Governance Committee. One member of the Nominating and Governance Committee shall be elected chairman thereof by the Board of Directors.

2. Meetings and Procedures

The Nominating and Governance Committee shall fix its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or resolutions of the Nominating and Governance Committee or of the Board of Directors; provided that said meetings of the Nominating and Governance Committee may only be called by the Chairman thereof on at least 24 hours written, printed, telegraphed or oral notice to each member of the Nominating and Governance Committee. At every meeting of the Nominating and Governance Committee, the presence of the majority of all the members thereof shall be necessary to constitute a quorum, and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any resolution.

3. Resignation and Replacement

Any member of the Nominating and Governance Committee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chairman of the Nominating and Governance Committee. The acceptance of a resignation shall not be necessary to make it effective. A vacancy on the Nominating and Governance Committee may be filled by a vote of a majority of the members of the Board of Directors for an unexpired term and until the member's successor shall be duly chosen and qualified.

4. Compensation

Members of the Nominating and Governance Committee shall be paid their expenses, if any, of attendance at each meeting of the Nominating and Governance Committee, and shall be further paid stated retainer fees and fixed sums for attendance at each meeting of the Nominating and Governance Committee in accordance with the policy of the Board of Directors regarding Board of Directors committee membership and attendance.

5. Duties and Responsibilities

The Nominating and Governance Committee shall have the following duties and responsibilities and shall exercise the following powers in addition to any other duties, responsibilities and powers as may be assigned to the Nominating and Governance Committee from time to time by the Board of Directors:

- a. The Nominating and Governance Committee shall identify, at such times as may be necessary, prospective candidates for the office of President and Chief Executive Officer of the Company and shall make recommendations with respect thereto to the full Board of Directors.
- b. The Nominating and Governance Committee shall consider and recommend nominees for membership to the Board of Directors of the Company, consistent with criteria set by the Board of Directors. Furthermore, the Nominating and Governance Committee shall consider nominees which may be recommended by shareholders of the Company. The shareholders of the Company will be advised that any such recommendations must be submitted in writing to the Secretary of the Company. In addition, any recommendations submitted by a shareholder must be accompanied by a statement of qualifications of the recommended nominee and a letter from the nominee himself affirming that he will agree to serve as a director of the Company if elected by the shareholders.
- c. In the performance of its duties hereunder, the Nominating and Governance Committee has sole authority to retain and terminate any search firm it may use to identify potential director nominees, including the sole authority to approve the reasonable fees and other terms of engagement of any such search firm.
- d. The Nominating and Governance Committee is responsible for reviewing and administering the Company's Corporate Governance Guidelines and developing and making recommendations to the Board of Directors with respect thereto.
- e. The Nominating and Governance Committee shall be responsible for reviewing the Company's Code of Ethics and recommending to the Board any changes in such Code, including any changes that are necessary or appropriate to reflect all legal and stock exchange requirements in effect from time to time and other provisions reflective of current "best practices".
- f. The Nominating and Governance Committee may create subcommittees and delegate to them such duties and responsibilities as it will determine from time to time.
- g. The Nominating and Governance Committee shall submit minutes of all meetings thereof to each member of the Board of Directors of the Company once such minutes have been approved by the Nominating and Governance Committee.
- h. The Nominating and Governance shall oversee the self-evaluation of the Board and the Compensation Committee's evaluations as to the performance of management as reported to the Board.
- i. The Nominating and Governance Committee shall conduct an evaluation of its performance at least annually to determine whether it is functioning effectively.

6. Amendment.

From time to time, any of the provisions of this Charter of the Nominating and Governance Committee of the Board of Directors may be amended, altered or repealed, and any other provisions as authorized by the Board of Directors and as allowed under the terms of the Certificate of Incorporation and bylaws of the Company may be added or inserted herein.