



# MesaLabs

## MESA LABORATORIES, INC. CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

### AUTHORITY AND PURPOSE

The Nominating and Governance Committee (the "Committee") of Mesa Laboratories, Inc. (the "Corporation") is appointed by the Corporation's Board of Directors (the "Board") to:

- (1) assist the Board by identifying individuals qualified to become Board members;
- (2) recommend to the Board the director nominees and committee memberships for the next annual meeting of shareholders; and
- (3) oversee, review and, where appropriate, make recommendations concerning the Corporation's Corporate Governance Guidelines.

The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors of the Company (the "Board") may from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Corporation's Bylaws and by applicable law.

### COMMITTEE MEMBERSHIP

The Committee members (the "Members") shall be appointed by the Board and will serve at the discretion of the Board. The Committee must consist of at least three Independent Directors of the Board, each of whom must be "independent" (as defined in Nasdaq Listing Rule 5605(a)(2) and IM-5605. Definition of Independence - Rule 5605(a)(2); and Nasdaq Listing Rule 5605(e) and IM-5605-7. Independent Director Oversight of Director Nominations, all as may be hereinafter amended or revised) unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board.

### DUTIES AND RESPONSIBILITIES

1. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board.

In considering potential new directors, the Committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are: Board experience in business, finance or administration; familiarity with national and international business matters; familiarity with the Corporation's industry; and prominence



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and reputation. Since prominence and reputation in a particular profession or field of endeavor are what bring most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees. As part of this process, the Committee will consider candidates recommended by shareholders of the Corporation. A review is also to be made of the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of a corporation is to represent the best interests of the shareholders as a whole.

2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole 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.
3. The Committee shall recommend to the Board, the director nominees for the following year. This shall be done timely for inclusion in the Proxy Statement that accompanies the Notice of Annual Meeting of Shareholders.
4. The Committee shall recommend to the Board, the Committee memberships for the following year, to be assigned at the Board meeting following the Annual Shareholders Meeting.
5. The Committee shall periodically review the Board of Directors Governance Guidelines and recommend to the Board modifications to the guidelines as appropriate.
6. The Committee may form and delegate authority to subcommittees when appropriate.
7. The Committee shall periodically review and reassess the adequacy of this Charter and propose any changes to the Board for approval.

## CONDUCT OF BUSINESS

The Committee shall conduct its business in accordance with this Charter and any direction by the whole Board of Directors.

## MEETINGS

The Committee will meet at least annually.

## MINUTES

The Committee will maintain minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.