



MESA LABORATORIES, INC.

**MesaLabs**

## CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

### PURPOSE

The Nominating and Governance Committee (the “Committee”) of Mesa Laboratories, Inc. (the “Company”) is appointed by the Company’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;
3. lead the Board in its annual review of the Board’s and the Board committees’ performance;
4. oversee the onboarding and training of new Directors, along with the continuing education of existing Directors; and
5. oversee, review and, where appropriate, make recommendations concerning the Company’s governance documents.

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

### COMMITTEE MEMBERSHIP

1. **Composition of the Committee.** The Committee shall consist of no fewer than three members of the Board. The members of the Committee shall meet the independence requirements of the NASDAQ Stock Market (NASDAQ) and such other rules and regulations as may be applicable. No director may serve on the Committee unless he or she is a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986.
2. **Selection of Members.** The members of the Committee shall be appointed annually by the Board on the recommendation of the Nominating and Governance Committee.
3. **Selection of the Chair.** The Chair of the Committee shall be appointed annually by the Board on the recommendation of the Nominating and Governance Committee.

4. **Vacancies.** Vacancies on the Committee or in the Chair shall be filled by the Board upon recommendation of the Nominating and Governance Committee at the next meeting of the Board following the occurrence of the vacancy.
5. **Removal or Replacement of Members.** Members of the committee may be removed or replaced, with or without cause, by a majority vote of the Board.

#### AUTHORITY AND RESPONSIBILITIES

1. **Board Member Selection Criteria and Procedures.** 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. The review shall include the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole, including members' independence under applicable statutes and rules, as well as consideration of age, diversity, experience, and skills in the context of the needs of the Board. 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 Company's industry; and prominence 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. 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 Company is to represent the best interests of the shareholders as a whole.
2. **Board Member Education.** The Committee has responsibility to ensure that new Directors joining the Board receive the proper training on the Company's products, culture, processes, governance, financials, markets, and any other topics required to work effectively on the Board. Additionally, the Committee will be responsible to ensure the Board has an effective continuing education program for all Directors to keep them apprised of trends and issues facing public company boards.
3. **Board Nominees.** 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. The Committee shall consider the most recent Director performance evaluations in their recommendations.
4. **Advisors.** 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.

5. **Board Review.** The Committee shall periodically evaluate the performance of each Director, the Board as a whole and make appropriate recommendations to the Board with regard thereto on an annual basis.
6. **Committee Appointments.** The Committee shall recommend to the Board the Committee memberships and Committee chairpersons for the following year, to be assigned at the Board meeting following the Annual Shareholders Meeting.
7. **Governance Review.** The Committee shall periodically review the Company's governance framework, including the Articles of Incorporation, By-Laws, Code of Ethics and Conduct, and Governance Guidelines, if any; and recommend to the Board for approval any modifications, as appropriate.
8. **Delegation.** The Committee may form and/or delegate any of the foregoing functions and powers to subcommittees or the CEO of the company or any other officer or employee of the Company if, in the exercise of its judgment, the Committee determines that such delegation is necessary or appropriate, unless such delegation would be contrary to (a) the intent of the Board as expressly set forth in its resolutions, (b) the Bylaws or Articles of Incorporation of the Company, or (c) applicable law or the rules and regulations of the NASDAQ.
9. **Reporting and Review.** The Committee shall report regularly to the Board regarding the execution of the Committee's duties and responsibilities, activities, any issues encountered, and related recommendations. It shall also perform a review, at least annually, of the performance of the Committee and its members, and report to the Board on the results of each review. In addition, the Committee shall review and reassess this Charter at least on an annual basis and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.
10. **Other Duties.** Perform such other duties and responsibilities as may be assigned to the Committee by the Board from time to time.

## CONDUCT OF BUSINESS

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Bylaws and to the extent permitted by law. In the absence of these rules, the Committee will conduct its business in the same way the Board of Directors conducts its business.

The Committee will meet as often as necessary to carry out its responsibilities. The Chair, in consultation with the other members of the Committee, shall set the time, frequency and agenda of each meeting. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. Nothing in this Charter or in a member's service on the Committee shall increase or be deemed to increase the liability of any member of the Board under applicable state law.

Minutes of each meeting will be prepared and filed with the Corporate Secretary. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting.

Last Modification: May 30, 2019