



## **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE EXONE COMPANY**

### **AUTHORITY**

The Board of Directors (the “Board”) of The ExOne Company (the “Company”) has established the Nominating and Governance Committee (the “Committee”) and has adopted the Committee Charter (this “Charter”).

This Charter defines the duties and responsibilities of the Committee.

### **PURPOSE**

The Committee shall assist the Board in fulfilling its fiduciary duty responsibilities by advising the Board with respect to corporate governance matters as well as the nomination or re-nomination of Director candidates. The Committee’s charge includes overseeing the Board’s review and consideration of stockholder recommendations for Director candidates, if any. The Committee shall also oversee the Board’s annual self-evaluation and make applicable recommendations.

### **MEMBERSHIP**

The Board shall appoint three or more directors to serve on the Committee. Each member of the Committee shall be independent, in the judgment of the Board, and in accordance with the rules of the NASDAQ listing standards and the Securities and Exchange Commission (“SEC”) in effect from time to time.

The members of the Committee shall be appointed by the Board for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause. Any member of the Committee may resign at any time by delivering a letter of resignation to the Chairman of the Board, the Chair of the Committee and the secretary of the Company.

### **DUTIES AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities:

- To determine the qualifications, qualities, skills, and other expertise required to be

a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director.

- To identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's policy or as described in the Company's proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents. The Chairperson shall review unsolicited nominations from non-shareholders and determine whether such candidates should be considered by the Committee.
- To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.
- To oversee the Company's corporate governance practices, to develop and recommend to the Board a set of corporate governance guidelines (if any as the Committee may determine are advisable to adopt) applicable to the Company and reviewing and recommending to the Board for approval any changes to any documents and policies in the Company's corporate governance framework, including its Certificate of Incorporation and Bylaws.
- To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- To review director compensation for service on the Board and Board committees at least once a year and to recommend any changes to the Board.
- To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairs annually.
- If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
- To develop and recommend to the Board for approval director independence standards in addition to those required by NASDAQ standards for determining whether a director has a relationship with the Company that would impair its independence.

- To review and discuss with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- To oversee Director orientation and continuing education program.
- To regularly review and make recommendations about changes to the charters of each committee of the Board after consultation with the respective committee chairs.

## **OUTSIDE ADVISORS**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm.

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.

The director search firm, outside counsel and any other advisors retained by the Committee shall be as determined in the discretion of the Committee and under any applicable SEC or NASDAQ listing standards.

## **STRUCTURE AND OPERATIONS**

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least three times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or videoconference or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

## **DELEGATION OF AUTHORITY**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees consisting of one or more designated members as the Committee may deem appropriate in its sole discretion.

## **PERFORMANCE EVALUATION**

The Committee shall work with the Board to establish and maintain a process for the annual evaluation of the performance of the Committee and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.