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## **CORPORATE CHARTERS**

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**SUBJECT: ASTROTECH CORPORATION BOARD OF DIRECTORS CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**SUPERCEDES:**

N/A,

Rev. N/A

**DATE:** May 13, 2004

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### **I PURPOSE**

The primary purpose of the Corporate Governance and Nominating Committee is to provide oversight on the broad range of issues surrounding the composition and operation of the Board of Directors, including identifying individuals qualified to become Board members, recommending to the Board director nominees for the next annual meeting of shareholders, and recommending to the Board a set of corporate governance principles applicable to the Company. The Committee also provides assistance to the Board and the Chairman in the areas of Committee selection and rotation practices, evaluation of the overall effectiveness of the Board and management, and review and consideration of developments in corporate governance practices. The Committee's goal is to assure that the composition, practices, and operation of the Board of Directors contribute to value creation and effective representation of Astrotech shareholders.

### **II COMMITTEE COMPOSITION**

The Committee shall be comprised of three or more members of the Board of Directors. Each member of the Committee shall meet the independence and experience requirements of the NASDAQ National Market and the rules and regulations of the Securities and Exchange Commission. The Committee shall be elected by vote of the full Board at the regular meeting of the Board that falls closest to the date of the annual meeting of shareholders and shall serve at the pleasure of the Board. The Board shall appoint one member of the Committee to act as its Chair. The members of the Committee shall serve terms of one year, and shall be eligible for re-appointment.

### **III COMMITTEE MEETINGS**

The Committee will meet at least two times a year, with authority to convene additional meetings as circumstances require. The Committee will invite members of management and others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared and the Committee will report to the Board the results of its meetings.

### **IV DUTIES AND RESPONSIBILITIES**

The following list of responsibilities is set forth as a guide to the Committee in fulfilling its purpose and may be modified from time to time as appropriate. The Committee:

- (1) Evaluates and makes recommendations to the full Board of Directors concerning the number and accountability of Board Committees, Committee assignments and Committee membership rotation practices;
- (2) Establishes and periodically reevaluates criteria for Board membership and selection of new directors, including independence standards; and determines as necessary the portfolio of skills, experience, perspective and background required for the effective functioning of the Board considering the Company's strategy, and its regulatory, geographic and market environments;



**EFFECTIVE DATE:**

February, 2010

ASTC-ChR-00050

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- (3) Makes recommendations to the full Board of Directors concerning all nominees for Board membership, including the re-election of existing Board members;
- (4) Evaluates the qualifications and performance of incumbent directors and determines whether to recommend them for re-election to the Board of Directors. Recommends to the Board of Directors removal of a director where appropriate;
- (5) Monitors non-Board services provided by directors to the Company and its subsidiaries;
- (6) On an annual basis, solicits input from the full Board of Directors and conducts a review of the effectiveness of the operation of the Board and Board Committees, including reviewing governance and operating practices;
- (7) Regularly reviews issues and developments relating to corporate governance issues and makes recommendations to the full Board of Directors;
- (8) Periodically reviews and makes recommendations to the full Board of Directors regarding Director orientation, compensation, and continuing education;
- (9) Reviews the Board of Director's policies for director compensation and stock ownership and recommends to the Board of Directors compensation programs for directors;
- (10) Reviews at least annually the charitable contributions policies and programs of the Company, approves charitable contributions budgets according to such standards as the Committee determines, and periodically reviews significant donees for potential conflicts of interest, or the appearance thereof, with directors of the Company;
- (11) Subject to Washington Corporation Law and NASDAQ listing rules, reviews and monitors the Company's policies on and responses to important stockholder issues and proposals, and recommends to the Board the placement of stockholder proposals, and the Board's response thereto, in the proxy statement;
- (12) Subject to Washington Corporation Law and NASDAQ listing rules, reviews and approves, prior to publication, the Company's proxy statement and form of proxy; subject to concurrent reviews by the applicable Committees of the Compensation, Audit and Auditor's sections thereof;
- (13) Performs other functions within the scope of the foregoing, which the Committee deems appropriate to undertake from time to time.



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### **V AUTHORITY TO RETAIN CONSULTANTS**

The Committee shall have the authority to retain special compensation, legal, accounting or other consultants to advise it. The Committee may request any officer or employee of the Company or any outside counsel or consultants to meet with any members of the Committee.

### **VI RESTRICTIONS ON COMPENSATION**

No Committee member may accept any consulting, advisory or other compensatory fee from the Company or its subsidiaries, other than compensation relating to such member's service on the Committee or the Board of Directors or any other committee thereof.