

Corporate Governance and Nominating Committee Charter

Organization

The Governance & Nominating Committee (the "Committee") of the Board of Directors of Edgewater Technology, Inc. (the "Company") shall be appointed by the Board of Directors and shall consist of at least three directors, each of whom must be "Independent," as defined in paragraph 17 of the Company's Corporate Governance Board Guidelines, as amended (the "Guidelines"), and satisfy any other criteria for membership that are specified in the NASDAQ Rules and any other federal or state statute or regulation applicable to the Company from time to time. Independence of the Committee shall be evaluated at least annually, or more frequently as circumstances may dictate, by the full Board of Directors, with assistance of outside counsel. The Committee shall have a Chairman appointed by the Board and be subject to the provisions of the Company's Amended and Restated Bylaws relating to committees of the Board of Directors, including those provisions relating to removing committee members and filling vacancies. The Committee may, in its discretion, delegate any portion of its duties and responsibilities to a subcommittee of the Committee.

Statement of Policy and Purpose

The Committee shall provide assistance to the Board of Directors in the manner specified in the Guidelines.

Authority, Powers and Responsibilities

In connection with performing its powers and responsibilities specified in the Guidelines, the Committee will:

- In accordance with the Guidelines: (a) review with the Board of Directors the criteria for the skills and characteristics required of Board members in the context of the composition and needs of the Board of Directors from time to time that are in addition to the Director Qualifications, Selection and Board Membership Criteria in the Guidelines; (b) identify individuals qualified to become members of the Board of Directors; (c) supervise and oversee the nomination process involving director candidates; and (d) except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, recommend to the Board of Directors the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board of Directors to fill any vacancies on the Board.
- Have the authority to retain and terminate search firms to be used to identify director candidates and to provide background searches for director candidates and to approve the search firms' fees and other retention terms, all at the expense of the Company.
- Periodically review and assess the Guidelines and recommend any proposed changes to the Board of Directors for approval.
- Review and assess annually this Charter and the performance of the Committee and obtain the approval of the Board of Directors of any recommended changes to this Charter, the Guidelines or the Committee. The Committee further shall review the governance requirements of Item 407 of Regulation S-K, and in particular Item 407(c), which requires the Company to disclose matters related to governance and nomination procedures.
- Have the authority to investigate matters brought to its attention, with full access to all books, records, facilities, and personnel of the Company for such matters and the power to retain outside professionals for this purpose, all at the expense of the Company. The Committee also shall have authority to obtain advice and assistance from internal or outside legal, accounting or other advisors it determines necessary to carry out its duties.
- Undertake all further actions and discharge all further responsibilities imposed upon the Committee from time to time by applicable rules of the Securities and Exchange Commission, NASDAQ, and any other federal or state statute or regulation applicable to the Company from time to time.
- Meet as many times as necessary during each fiscal year to fulfill the forgoing responsibilities of the Committee. Meetings of the Committee may be called by the Chairman of the Board, the Chairman of the Committee or a majority of the members of the Committee and may be held telephonically. A majority of Committee members will constitute a quorum for the transaction of business.
- Each fiscal year, the Committee will meet as often as necessary in executive sessions outside the presence of the Chief Executive Officer and other management personnel of the Company, and, in any event no less often than as shall be required in order to comply with the NASDAQ Rules (whether proposed or adopted) and any other federal or state statute or regulation applicable to the Company from time to time.

Confidentiality

In order to facilitate the full development and examination of issues brought before the Committee and to encourage directors and officers to fully and frankly communicate with the Committee, all proceedings and records of the Committee shall be strictly confidential, except to the extent required by law or regulation or by a court of law.

Charter Adoption and Amendments

This Charter was adopted effective February 25, 2004, and was amended and restated effective September 26, 2006, June 10, 2009 and June 8, 2011.