

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF GLOBAL POWER EQUIPMENT GROUP INC.

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the “**Board**”) of Global Power Equipment Group Inc. (the “**Company**”) on June 12, 2014 and became effective on July 15, 2014.

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) is to (a) ensure that the Board and its committees are appropriately constituted so that the Board and directors may effectively meet their fiduciary obligations to stockholders and the Company; (b) develop, maintain and oversee the Company’s policies and procedures that relate to matters of corporate governance; and (c) any related matters required by the federal securities laws. The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern within the purposes of the Committee that the Committee deems appropriate or necessary.

II. MEMBERSHIP

The Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined to be “independent” in accordance with the applicable listing standards of the New York Stock Exchange (“**NYSE**”).

The members of the Committee 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.

The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board. Further, the Chair of the Committee shall, unless otherwise determined by the Committee, preside at meetings of the Committee and have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

III. STRUCTURE AND OPERATIONS

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 is governed by the same rules regarding meetings (including meetings in person or by telephone 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.

The Committee shall keep minutes of its proceedings that shall be signed by the person whom the Chair designates to act as secretary of the meeting. The minutes of a meeting shall be approved by the Committee at its next meeting, shall be available for review by the Board, and shall be filed as permanent records with the Secretary of the Company.

IV. DUTIES AND RESPONSIBILITIES

The following duties, responsibilities and functions are set forth as a guide to fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different activities, and that the Committee's activities may diverge from those described below, as appropriate under the circumstances.

The Committee shall have the following authority and responsibilities:

1. To recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and reviewing Board nominee candidates, including: (i) the qualifications or criteria for Board nominees; and (ii) policies and procedures relating to consideration of Board nominee candidates recommended by stockholders.
2. To identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Board (including evaluation of incumbent directors for potential renomination); and recommend to the Board candidates for: (i) nomination for election or re-election by the stockholders; and (ii) any Board vacancies that are to be filled by the Board; in making such recommendations, the Committee shall consider written recommendations for Board candidates submitted by stockholders to the Committee in accordance with the Company's policy as set forth in its proxy statement.
3. To review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the NYSE.
4. To review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities.
5. To review periodically the committee structure of the Board and recommend to the Board for its approval the appointment of directors to Board committees and assignment of committee chairs.

6. To review periodically the size of the Board and recommend to the Board any appropriate changes.

7. To design and periodically review, with input from management, an appropriate orientation program for new directors and identify appropriate director development and continuing education opportunities.

8. To develop and recommend to the Board, oversee the implementation and effectiveness of, review annually and recommend modifications as appropriate to, a set of corporate governance guidelines for the Company and to oversee the Company's corporate governance practices and procedures, including recommending to the Board for approval any changes to other documents and policies in the Company's corporate governance framework.

9. To review and recommend to the Board for approval any changes in the compensation of directors.

10. To report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

11. To coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, individual directors and management in the governance of the Company.

12. 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.

13. To report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests.

V. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain, obtain and, if appropriate, terminate the advice and assistance of a director search firm, consultants, 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 director search firm, consultants, 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 director search firm, consultants, outside counsel and any other advisors.

VI. DELEGATION OF AUTHORITY

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

VII. PERFORMANCE EVALUATION

The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.

260804