Nominating and Corporate Governance Committee Charter

A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of KiOR, Inc. (the "**Company**") is to consider and report periodically to the Board on all matters relating to the selection, and qualification of members of the Board as well as matters relating to the duties of the members of the Board. The Committee shall act as a nominating committee with respect to candidates for Director and will make recommendations to the full Board concerning the size of the Board and structure of committees of the Board. The Committee shall also assist the Board with oversight of corporate governance matters.

B. Structure and Membership

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Members of the Committee shall meet all independence and other legal requirements for service on the Committee as shall apply from time to time, as determined by the Board.
3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of the Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee from such Committee, with or without cause.

C. Authority and Responsibilities

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

The Committee shall:

1. Develop qualification criteria for members of the Board.
2. Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
3. 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 the individuals to constitute the nominees of the Board for election at the next annual meeting of stockholders and who will be named as such nominees in the proxy statement used for solicitation of proxies by the Board.
4. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, recommend and nominate an individual for Director to fill the unexpired term of any vacancy existing in the Board or created by an increase in the size of the Board.
5. Recommend and nominate members of standing committees of the Board and the Chairpersons of such committees.
6. Conduct an annual assessment of the size and composition of the Board and from time to time make recommendations to the Board for changes in the size of the Board as appropriate.
7. Provide oversight of corporate governance matters.
8. At such times as the Committee deems appropriate, consider the adequacy of the Certificate of Incorporation and Bylaws of the Company, and make recommendations for amendment thereof to the Board as appropriate.
9. Review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and make recommendations for adoption or amendment thereof to the Board as appropriate.
10. At such times as the Committee deems appropriate, review and reassess the Code of Business Conduct applicable to employees, officers and directors of the Company and the process for consideration and disclosure of requested waivers for directors or executive officers, and make recommendations for adoption or amendment thereof to the Board as appropriate.
11. Oversee annual performance evaluations of the Board and its Committees and management, including without limitation, soliciting comments from all directors and reporting annually to the Board with an assessment of the performance of the Board, its committees and individual directors.
12. Oversee the orientation of new Directors.
13. Administer a procedure to consider stockholder recommendations for director nominees.
14. Review and make recommendations to the Board regarding the Company's response to stockholder proposals for inclusion in the Company's proxy statement; provided, that for non-governance related proposals, the Committee may

delegate these responsibilities to the most appropriate committee and oversee its discharge of such responsibilities.

15. Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board, and/or the Chairman of the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Self-Evaluation. The Nominating and Governance Committee shall, from time to time as it deems appropriate, evaluate its own performance.