



**EMCORE CORPORATION
CHARTER OF THE NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE OF THE BOARD OF
DIRECTORS**

(Amended September 16, 2016)

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of EMCORE Corporation (the “Company”) was established to assist the Board in fulfilling its responsibilities by (i) identifying, reviewing, and evaluating individuals qualified to become Board members, and (ii) recommending director nominees for the Board and directors to serve on each committee of the Board. The responsibilities and duties delegated by the Board to the Committee in this Charter shall be exercised and carried out by the Committee as it deems appropriate and in a manner consistent with this Charter and any provisions of the Company’s bylaws that are applicable to the Committee.

II. Organization, Committee Membership and Meetings

1. The Committee shall consist of at least two directors, with the exact number of directors to be designated from time to time by the Board, each of whom shall meet the independence requirements of the Nasdaq Stock Market LLC (“NASDAQ”) and any other membership guidelines established by the Board, in each case as determined by the Board in its business judgment.
2. The members of the Committee shall be appointed by the Board and may be removed by the Board at any time with or without cause. The Board may designate one member of the Committee as its Chairperson and, in the absence of any such designation by the Board, the Committee shall designate by majority vote of the full Committee one member of the Committee as its Chairperson.
3. The Committee shall have the authority to form and delegate responsibilities to subcommittees consisting of one or more members of the Committee when appropriate.
4. The Committee shall meet from time to time, as it deems necessary, but at least once per year. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action by written consent, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board in accordance with the bylaws of the Company. The Committee may, at its discretion, invite members of the Company’s management or others to attend Committee meetings. All directors that are not members of the Committee may attend and observe meetings of the Committee unless otherwise determined by the Committee, but will not be entitled to vote.
5. The Committee shall maintain written minutes of its meetings, which minutes will be filed



in the corporate minute book.

III. Committee Duties and Responsibilities

A. Board Composition.

1. ***Selection of Director Nominees.*** The Committee shall make recommendations to the Board regarding Board nominees, including an annual recommendation with respect to those individuals nominated for election at the Company's annual meeting of stockholders and to fill vacancies, if any, occurring between annual meetings of stockholders. As applicable as part of this process, the Committee shall actively seek individuals to become directors of the Board. In addition, the Committee shall consult with Board members, management and others to evaluate the knowledge and skills which should be kept in mind in making nominations, which may include experience in business, finance, or administration, familiarity with national and international business matters, and appreciation of the relationship of the Company's business to changing needs in our society. The Committee may also give consideration to candidates with appropriate non-business backgrounds.
2. ***Board Size.*** The Committee shall periodically review the size and composition of the Board, make recommendations to the Board as a result of such review, and consider and make recommendations to the Board regarding comments from stockholders relating to Board composition.

B. Board Committee Composition. The Committee shall review annually and make recommendations to the Board concerning the membership and chairpersons of Board committees, taking into account the special skills required for service on particular committees, past performance in Board and committee service, tenure and such other factors as the Committee shall deem appropriate.

C. Director Independence. At least annually, the Committee shall affirmatively determine that the requisite number of directors serving on the Board and the committees of the Board, including this Committee, meet the applicable independence requirements contained in the NASDAQ listing standards, SEC rules and the Company's Bylaws.

D. Board Evaluations.

1. ***Annual Board Evaluations.*** The Committee shall develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the conduct of this evaluation on an annual basis.
2. ***Consideration of Board Evaluation.*** In making its annual recommendations for Board and Board committee nominees described above, the Committee shall consider the Board and Committee evaluations.

E. Governance Matters.

1. ***Governance Guidelines.*** The Committee shall periodically review the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
2. ***Other Governance Matters.*** The Committee shall consider any other corporate governance issues that may arise from time to time and develop appropriate recommendations to the Board.

F. Consultants and Investigations.

1. The Committee shall have the authority, in its sole discretion, to select, retain and obtain advice and assistance from internal or external legal, financial or other advisors as it deems necessary to fulfill its duties and responsibilities. The foregoing authority shall include the authority to retain and terminate consultants as needed to conduct searches for new directors. The Committee shall have the authority to direct the payment of fees and costs of counsel, experts and/or other advisors retained by the Committee, which fees and costs shall be borne by the Company.
2. If necessary, the Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and, if appropriate, retain legal, financial or other advisors to assist the Committee with respect to such matters, at the expense of the Company.

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