



## **Nominating and Governance Committee Charter**

**(Amended as of December 6, 2011)**

### **Purpose**

The Nominating and Governance Committee (the "Committee") of CombiMatrix Corporation (the "Corporation") is appointed by the Corporation's Board of Directors (the "Board") to assist the Board in selecting nominees for election to the Board, to monitor the composition of the Board and to develop and recommend to the Board a set of corporate governance principles applicable to the Corporation.

The purpose of the Committee shall be to assess the performance of the Board and to make recommendations to the Board from time to time, or whenever it shall be called upon to do so, regarding nominees for the Board and the Corporation's corporate governance practices. All powers of the Committee are subject to the restrictions designated in the Corporation's Bylaws and by applicable law.

### **Committee Membership**

The Committee members (the "Members") shall be appointed by the Board and will serve at the discretion of the Board. The Committee shall consist of no fewer than two members. Each member of the Committee shall meet the independence requirements of the Nasdaq Stock Market ("Nasdaq"). Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board.

### **Authority and Responsibilities**

The Committee shall:

1. Monitoring the size and composition of the Board.
2. Considering and making recommendations to the Board with respect to the nominations or elections of directors of the Corporation.
3. Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation.
4. Oversee and administer the Corporation's Code of Ethics.

In considering potential new directors and officers, the Committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are broad experience in business, finance or administration; familiarity with national and international business matters; familiarity with the Corporation's industry; and prominence and reputation. Since prominence and reputation in a particular profession or field of endeavor are what bring most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees.

A review is also to be made of the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of a Corporation is to represent the interests of the stockholders as a whole.

The Committee will annually review the Corporation's corporate governance processes, and its governance principles, including such issues as the Board's organization, membership terms, and the structure and frequency of Board meetings, and recommend appropriate changes to the Board.

The Committee will also administer the Corporation's Code of Ethics and annually review and assess the adequacy of the Code of Ethics and recommend any proposed changes to the Board. Specifically, the Committee shall discuss with management their compliance with the Code of Ethics, including any insider and affiliated party transactions, and the

Corporation's procedures to monitor compliance throughout the Company with the Code of Ethics.

The Committee shall periodically review and reassess the adequacy of this Charter and propose any changes to the Board for approval.

### **Conduct of Business**

The Committee shall report, at least annually, to the Board. Prior to the annual meeting of stockholders, the Committee will recommend to the Board the persons who will be the nominees of the Board of Directors for the election of whom the Board will solicit proxies. As part of this process, the Committee will consider candidates recommended by stockholders of the Corporation.

### **Meetings**

The Committee will meet at least three (3) times each year. The Committee may establish its own schedule which it will provide to the Board in advance.

### **Minutes**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.