

# **COGNEX CORPORATION**

## **AMENDED AND RESTATED NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. Purpose**

The Nominating and Corporate Governance Committee of the Board of Directors (the "Committee") of Cognex Corporation (the "Corporation") on behalf of the Board of Directors (the "Board") is responsible for identifying individuals qualified to serve as members of the Board and recommending to the Board nominees for election as directors at each annual meeting of shareholders and when vacancies in the Board occur for any reason. The Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Corporation, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board as set forth in this Charter.

### **II. Composition**

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, all of whom shall meet the independence standards established under the rules of The Nasdaq Stock Market LLC.

The members of the Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without the assignment of cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Committee. Any vacancy on the Committee, occurring for whatever reason, may be filled only by the Board. Unless a Chair is designated by the Board, the members of the Committee may designate a Chair by majority vote.

### **III. Meetings**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. Meetings shall be held in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other at all times. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent. The Chair of the Committee, in consultation with the other committee members, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Charter.

#### **IV. Responsibilities**

The Committee's responsibilities shall be to:

##### **A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications to the Charter that the Committee deems appropriate.

##### **B. Selection of New Directors**

- Recommend to the Board criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Corporation's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval. The current criteria for Board membership are attached to this Charter as Exhibit A.
- Establish a policy with regard to the consideration of director candidates recommended by shareholders. The current policy is that the Committee will review and consider director candidates who have been recommended by shareholders in compliance with the procedures established from time to time by the Committee and as set forth in this Charter.
- Establish procedures to be followed by shareholders in submitting recommendations for director candidates to the Committee. The current procedures to be followed by shareholders are attached to this Charter as Exhibit B.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by shareholders. The current process for identifying and evaluating nominees for the Board is as follows:
  1. The Committee may solicit recommendations from any source it deems appropriate.
  2. The Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
  3. The Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.

4. In identifying and evaluating a potential director candidate, the Committee shall consider the criteria for Board membership approved by the Board from time to time and set forth on Exhibit A.
- Upon identifying the individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, the Committee shall recommend that the Board select the director nominees for election at each annual meeting of shareholders; provided that if the Corporation is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee.

**D. Corporate Governance Guidelines**

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Corporation.
- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

**E. Evaluation of Board of Directors**

- Coordinate any evaluations of the Board and its committees.

**F. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- After first receiving approval from the Board, it shall, if it deems necessary, retain and terminate any search firm that is to be used to assist in identifying director candidates.

## V. General

- The Committee may establish and delegate authority to subcommittees consisting of one or more of its members when the Committee deems it appropriate to do so only in order to carry out its responsibilities as stated herein.
- The Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.
- In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Corporation, the Corporation's outside legal counsel, the Corporation's independent auditor or any other professional retained by the Corporation to render advice to the Corporation attend a meeting of the Committee or meet with any members of or advisors to the Committee solely in regard to the Committee's charter. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities. Notwithstanding anything to the contrary in this Charter, in the event that the Committee deems it necessary to retain the services of one or more outside professionals, including, without limitation, the Corporation's outside legal counsel and its independent auditors, prior to entering into any contract or agreement with any such professional(s), it must first receive the affirmative vote of the Board.
- The Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: July 21, 2009

## EXHIBIT A

### Board Membership Criteria

The Committee believes that it is in the best interests of the Corporation and its shareholders to obtain highly qualified individuals to serve on the Board. At a minimum, the Committee must be satisfied that each Committee-recommended nominee meets all of the following minimum qualifications:

- Each nominee is expected to have high personal and professional integrity and demonstrated ability and judgment, and to be effective, with the other directors and with the Corporation's senior management, in collectively serving the long-term interests of the shareholders.
- Each nominee is expected to be personable and support the Corporation's Work Hard, Play Hard and Move Fast culture.
- Each nominee is expected to have one or more of the following:
  - Direct and significant experience in one or more industries or markets in which the Corporation does or plans to do business.
  - Significant senior-level management experience in functions or roles which are helpful to the Corporation (e.g., Finance, Accounting, Engineering, Manufacturing, Sales or Marketing).

In addition to the minimum qualifications set forth for each nominee above, when considering potential candidates for the Board, the Committee shall seek to ensure that:

- The Board is comprised of a majority of independent directors in accordance with the standards established pursuant to the Marketplace Rules of the National Association of Securities Dealers, Inc.
- Each of the Audit, Compensation and Nominating and Corporate Governance Committees of the Board are comprised entirely of independent directors.
- At least one member of the Audit Committee shall have such experience, education and other qualifications necessary to qualify as an "audit committee financial expert" as defined by the rules of the Securities and Exchange Commission.

Finally, the Committee may also consider any other standards that it deems appropriate.

## **EXHIBIT B**

### **Procedures for Shareholder Recommendations**

- Shareholders who wish to submit to the Committee director candidates for consideration as nominees should submit such recommendations to the Secretary of the Corporation at the Corporation's principal executive offices. The Secretary will forward all recommendations to the Committee.
- Shareholder recommendations for director candidates must be submitted to the Corporation not less than 120 calendar days prior to the date that is one year after the date on which the Corporation's proxy statement was released to shareholders in connection with the previous year's annual meeting.
- All shareholder recommendations for director candidates must include all of the following information:
  - a. the name and address of record of the shareholder;
  - b. a representation that the shareholder is a record holder of the Corporation's common stock, or if the shareholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934;
  - c. the name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding ten (10) full fiscal years of the proposed director candidate;
  - d. a description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter;
  - e. a description of all arrangements or understandings between the shareholder and the proposed director candidate;
  - f. the written consent of the proposed director candidate to all of the following:
    - to be named in the proxy statement
    - to serve as a director if elected
    - to give the Corporation the authority to carry out a detailed and thorough investigation of such candidate that includes his/her educational, professional, financial and personal history.
  - g. any other information regarding the proposed director candidate that is required to be included in a proxy statement filed in accordance with the rules of the Securities and Exchange Commission.