

NOMINATING AND CORPORATE GOVERNANCE CHARTER

DAKTRONICS, INC. BOARD OF DIRECTORS

Amended and Restated as of 23 February 2012

1. Purposes.

The primary purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Daktronics, Inc. (the "Company") are to (a) recommend to the Board the individuals qualified to serve on the Company's Board for election by shareholders at each annual meeting of shareholders or to fill vacancies on the Board, (b) implement the Board's criteria for selecting new directors, (c) develop, recommend to the Board, and assess corporate governance policies for the Company, and (d) oversee the evaluation of the Board.

2. Composition.

(a) At Least Three Members. The Committee is comprised of at least three directors. The Board will designate a Committee member as the chairperson of the Committee, or if the Board does not do so, the Committee members will appoint a Committee member as chairperson.

(b) Independence. All Committee members must be independent as determined by the Board in accordance with the NASDAQ Listing Rules in effect from time to time (the "Listing Rules").

(c) Appointment. Subject to the requirements of the Listing Rules, the Board may appoint and remove Committee members in accordance with the Company's bylaws. Committee members will serve for such terms as may be fixed by the Board, and in any case at the will of the Board whether or not a specific term is fixed.

3. Functions. The Committee will:

(a) Qualifications of Directors: periodically assess, develop and communicate with the full Board concerning the appropriate criteria for nominating and appointing directors, including the Board's size and composition; the director's independence, skills, experience, age, diversity and availability of service to the Company; concern for the long-term interests of the shareholders; the Company's need for diverse skills, professional experiences, backgrounds and other qualities to ensure a variety of viewpoints; corporate governance policies; applicable Listing Rules and laws; individual director performance, expertise, experience and willingness to serve actively; number of other public and private company boards on which a director candidate serves; consideration of director nominees timely proposed by shareholders in accordance with the bylaws; and other appropriate factors.

(b) Director Nominees and Vacancies: recommend individuals for election as directors at each annual meeting of shareholders and recommend individuals to fill vacancies on the Board, including any and all shareholder nominees for director, subject to approval by the Board, which will include approval by a majority of the independent directors, and subject to legal rights, if any, of third parties to nominate or appoint directors.

(c) Committee Appointments: if and when requested periodically by the Board, identify and recommend to the Board the appointees to be selected by the Board for service on the committees of the Board.

(d) Retention of Advisors: at the Company's expense and in the Committee's discretion, have authority to retain and terminate any advisor used to identify director candidates or for other purposes related to the Committee's duties and to approve the advisors's fees and other retention terms.

(e) Governance Policies: develop, assess and make recommendations to the Board concerning appropriate corporate governance policies regarding director recommendations, including the Company's Corporate Governance Guidelines, as well as responsibility for the Company's Code of Conduct (the "Code"). The Committee will periodically review such Code, and oversee the investigation of any matters pertaining to the integrity of management, including adherence to standards of business conduct and conflicts of interest.

The Committee shall also periodically review and recommend to the Board proposed changes to the Company's bylaws and articles of incorporation.

(f) Board Education: oversee the orientation of new directors and the continuing education of existing directors.

(g) Other Functions: perform any other activities consistent with this charter, the bylaws and applicable Listing Rules and laws as the Committee or the Board considers appropriate.

(h) Annual Review: evaluate its own performance as a Committee and this charter on an annual basis.

4. Meetings, Reports and Resources.

(a) Meetings. The Committee will meet as often as necessary to carry out its responsibilities but not less often than annually. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide, consistent with the Company's bylaws. The Committee may meet in separate executive sessions with other directors, the chief executive officer and other Company employees, agents or representatives invited by the Committee.

(b) Procedures. The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the Company's bylaws and other corporate governance documents, applicable laws or regulations, or the Listing Rules. The chairperson or a majority of the Committee members may call meetings of the Committee. A majority of the Committee members constitutes a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present will be the act of the Committee, unless in either case a greater number is required by this charter, the bylaws or the Listing Rules. The Committee will keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

(c) Reports. The Committee will report its director nominees for the annual meeting of Shareholders to the Board at an appropriate time prior to preparation of the Company's proxy statement for the annual meeting. The Committee will also report to the Board annually the results of (1) an oversight review of the performance of the Board, (2) the Committee's assessment of the Company's corporate governance policies and implementation, and (3) an annual review by the Committee of its own performance. The Committee will also report to the Board on the major items covered by the Committee at each Committee meeting, and provide additional reports to the Board as the Committee may determine to be appropriate.

(d) Committee Access and Resources. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management, personnel and other advisors, as deemed necessary, to carry out the Committee's purposes.

Rev History

Original filed 4/19/04

Amended and restated 2/7/08

Amended and restated 5/28/09

Amended and restated 2/23/12