

**HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**(Amended and Restated February 11, 2015)**

**Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for the next annual meeting of stockholders and the director nominees to fill vacancies occurring between annual meetings of stockholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board and management’s performance; and (4) to recommend to the Board director nominees for each committee.

**Nominating and Corporate Governance Committee Membership**

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Committee shall be appointed and replaced by the Board. One member of the Committee shall be appointed as Committee Chairman by the Board.

**Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

**Committee Responsibilities and Authority**

1. The Committee shall actively seek individuals qualified to become Board members, consistent with criteria approved by the Board or the Committee.
2. The Committee shall review the qualifications of, and make recommendations to the Board regarding, director candidates duly submitted to the Company by its stockholders in accordance with the By-laws of the Company.
3. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors.
4. The Committee shall oversee the annual evaluation of the performance of the Board, Board committees, and the Chief Executive Officer.

5. The Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

6. The Committee shall periodically review and assess the Company's policies and practices with regard to corporate responsibility, human health and safety, and the environment.

7. The Committee shall review the independence of each of the directors of the Board at least annually.

8. The Committee may form and delegate authority to subcommittees when appropriate.

9. The Committee shall make regular reports to the Board.

10. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall review and assess any recommended changes to the Audit Committee Charter and the Compensation and Option Committee Charter and recommend that the Board approve changes to such charters as the Committee deems appropriate.

11. The Committee shall annually review its own performance.