

**CHARTER FOR THE  
CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
LECG CORPORATION**

[Version Approved as of April 3, 2006]

**CORPORATE GOVERNANCE COMMITTEE CHARTER AND PRINCIPLES OF CORPORATE  
GOVERNANCE**

**Mission**

It is the mission and responsibility of the Corporate Governance Committee to monitor and improve the corporate governance of the Company by, among other things, creating an environment of checks and balances which define the responsibilities of the participants in corporate governance, encourages and supports the participants in fulfilling their responsibilities to the Company and its shareholders, and holds participants responsible and accountable for their conduct.

**Principles of Corporate Governance**

**Role and Responsibility of the Board and Board Committees**

1. The Board, which is elected by the shareholders, is the ultimate decision-making body of the Company except with respect to those matters reserved to the shareholders or specific Committees of the Board. The Board selects the senior management team, which is charged with the conduct of the Company's business. Having selected the senior management team, the Board acts as an advisor and counselor to senior management and ultimately monitors its performance.
2. The Board plans for succession to the position of Chairman of the Board and President as well as certain other senior management positions. To assist the Board, the Chairman and President will annually provide the Board with an assessment of senior managers and of their potential to succeed him or her. He or she also provides the Board with an assessment of persons considered potential successors to certain senior management positions.
3. It is the policy of the Company that the Board consists of a majority of outside Directors and that the number of Directors not exceeds a number that can function efficiently as a body. The Corporate Governance Committee, in consultation with the Chairman and President, considers and makes recommendations to the Board concerning the appropriate size and needs of the Board.
4. It is the policy of the Company that all major decisions be considered by the Board as a whole except as otherwise required by law. As a consequence, the committee structure of the Board is limited to those committees considered to be basic to or required for the operation of a publicly owned company. Currently these committees are the Audit Committee, Compensation Committee, and Corporate Governance Committee. The members and chairs of these committees are recommended to the Board by the Corporate Governance Committee in consultation with the Chairman and President. The frequency, length and agenda of committee meetings shall be determined by the chair of each respective committee. Materials related to agenda items will generally be provided to the committee members sufficiently in advance of the meeting to allow the members to prepare for discussion of the items at the meeting, except when time constraints make the providing of materials in advance impractical.
5. The Audit Committee, the Compensation Committee and Corporate Governance Committee shall consist of only outside Directors and shall have a basic Charter setting forth each committee's respective roles and obligations. The Chairman of the Audit Committee shall be filled by a

Director who qualifies as an “audit committee financial expert”, as that term is defined by the Securities and Exchange Commission’s rules and regulations. Membership of these committees will be rotated from time to time based on the recommendation of the Corporate Governance Committee.

6. The Company will have a continuing education process for Board members that include providing Board members with materials relating to the operations of the Company, meetings with key management and visits to Company facilities.
7. The Chairman and President are responsible for establishing effective communications with the Company's stakeholder groups, i.e., shareholders, customers, company associates, communities, suppliers, creditors, governments and corporate partners. It is the policy of the Company that management speaks for the Company. This policy does not preclude outside Directors from meeting with shareholders, but it is suggested that any such meetings be held with management present.

### **Functioning of the Board of Directors**

1. The Chairman of the Board and President set the agenda for Board. Agenda items that fall within the scope of responsibilities of a Board committee are to be reviewed with the chair of that committee prior to the Board meeting. Any member of the Board may request that an item be included on the agenda.
2. Board materials related to agenda items are generally to be provided to Board members sufficiently in advance of Board meetings to allow the Directors to prepare for discussion of the items at the meeting, except when time constraints make the providing of materials in advance impractical.
3. At the invitation of the Board, members of senior management may attend Board meetings or portions thereof for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the manager responsible for that area of the Company's operations. In addition, Board members have free access to all other members of management and employees of the Company and, as necessary and appropriate, Board members may consult with independent legal, financial and accounting advisors to assist in their duties to the Company and its shareholders.
4. Executive sessions or meetings of outside Directors without management present may be held to review the report of the outside auditors, the criteria upon which the performance of the Chairman and President and other senior managers is based, the performance of the Chairman and President against such criteria, and the compensation of the Chairman and President and other senior managers. Additional executive sessions or meetings of outside Directors may be held from time to time as required.

### **Primary Duties of Corporate Governance Committee**

1. Act as the nominating committee for the Company regarding membership on the Board.
2. In consultation with the Chairman and President, consider and make recommendations to the Board concerning the appropriate size and needs of the Board.
3. Consider candidates to fill existing or open positions of the Board created by expansion and vacancies that occur by resignation, by retirement or for any other reason. Candidates are to be selected for their character, judgment, business experience and acumen, independence, financial, accounting and mergers and acquisitions expertise, diversity of experience including service as an officer and/or director of a public company, other commitments and the like. Academic and business expertise, prior government service and familiarity with national and international issues affecting business are among the relevant criteria.
4. Review the overall committee structure of the Board from time to time, as well as the Charters for the committees of the Board, and make recommendations regarding any changes or amendments

to the Board committees or their Charters. Each committee is responsible for preparing an annual performance self-evaluation to be provided to the full Board for review.

5. Make recommendations to the Board on a periodic basis regarding the rotation of members of the various committees of the Board.
6. Develop a Code of Conduct for the Company to be presented to the Board of Directors for consideration and approval, monitor compliance with the Code of Conduct in conjunction with the Audit Committee of the Company, and monitor the development and implementation of training for employees on the Code of Conduct.
7. Propose amendments and changes to the Code of Conduct from time to time as appropriate and consider all requests for waivers from the requirements of the Code of Conduct.

The Corporate Governance Committee will meet twice per year in coordination with the summer and winter scheduled Board of Directors meetings and at such other times as it deems appropriate.

These principles of Corporate Governance are to be reviewed by the Corporate Governance Committee and the Board from time to time.

58023\2002\489678.1