

Palm, Inc.
Charter of the Nominating and Governance Committee
of the Board of Directors

(Amended and Restated Effective as of April 26, 2007)

Purpose

The purpose of the Nominating and Governance Committee (the “Nominating and Governance Committee”) of the Board of Directors (the “Board of Directors”) of Palm, Inc. (the “Company”) is to focus on issues relating to the composition and operation of the Board of Directors. The Nominating and Governance Committee provides assistance to the Board of Directors in the areas of membership selection, committee selection and rotation practices, evaluation of the overall effectiveness of the Board of Directors, and review and consideration of developments in corporate governance practices. The Nominating and Governance Committee’s goal is to attempt to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to the Company’s stockholders and the Company and that the Company has and follows appropriate corporate governance standards. In addition, the Nominating and Governance Committee will undertake those specific responsibilities listed below and such other duties or responsibilities as the Board of Directors may from time to time prescribe.

Membership

The Nominating and Governance Committee shall be composed of at least two (2) directors of the Company. Members of the Nominating and Governance Committee shall be independent under the rules of the Nasdaq Stock Market, as determined by the Board of Directors, and in addition, may not receive any fees from the Company other than fees for Board and committee service. The Nominating and Governance Committee may include up to one non-independent director under and in conformity with the “exceptional and limited circumstances” exception of the rules of the Nasdaq Stock Market. The members of the Nominating and Governance Committee will be appointed by the independent members of the Board of Directors, and the members of the Nominating and Governance Committee will serve at the discretion of the Board of Directors.

Responsibilities

The responsibilities of the Nominating and Governance Committee shall include the following:

A. Nominations

1. Recommend for nomination by the Board of Directors and election by the Company’s stockholders a Board of Directors capable of advising the Company’s management in fields related to current or future business directions of the Company;

2. Approve and recommend to the Board of Directors all nominees for membership on the Board of Directors, including the slate of director nominees to be proposed by the Board of Directors to the Company's stockholders for election at the annual meeting of stockholders, and any director nominees to be elected or appointed by the Board of Directors to fill interim director vacancies on the Board of Directors;
3. Adopt a policy regarding the consideration of candidates for the Board of Directors recommended by stockholders of the Company, including procedures to be followed by stockholders of the Company in submitting recommendations;
4. Review director candidates submitted by stockholders of the Company;
5. Review the qualifications of directors for service on committees of the Board of Directors, appoint directors to committees of the Board of Directors and suggest rotations for chairpersons of committees of the Board of Directors as it deems desirable from time to time;
6. Evaluate and make recommendations to the Board of Directors regarding whether to accept offers of resignation tendered by directors following a change in principal business association;
7. Review directors' membership on the boards of directors of other companies;
8. Evaluate, approve and make recommendations to the Board of Directors regarding service by the Company's Chief Executive Officer on the board of directors of any other company;
9. Determine, and periodically review with the Board of Directors, criteria for identifying and evaluating director candidates, including any specific qualities or skills that the Nominating and Governance Committee believes are necessary or appropriate for one or more directors to possess; and
10. Review the corporate governance disclosures in the Company's proxy statement for its annual meeting of stockholders and inform management whether there are any changes that are necessary or appropriate with respect to disclosure in the proxy statement regarding: (i) the Nominating and Governance Committee's process for identifying and evaluating nominees for director, including candidates recommended by stockholders of the Company; (ii) any minimum qualifications that the Nominating and Governance Committee believes must be met by nominees recommended by the Nominating and Governance Committee; (iii) any specific qualities or skills that the Nominating and Governance Committee believes are necessary for one or more of the Company's directors to possess; (iv) the procedures to be followed by stockholders in submitting director recommendations; and (v) the policy of the Nominating and Governance Committee with regard to the consideration of director candidates recommended by stockholders of the Company.

B. Corporate Governance

1. Regularly review issues and developments relating to corporate governance and annually review and recommend changes to the Company's Corporate Governance Principles to the Board of Directors as appropriate;
2. Review and make recommendations to the Board of Directors regarding the structure and delegated responsibilities of each committee of the Board of Directors to be included in the charter of each such committee of the Board of Directors;
3. Evaluate and recommend any revisions to meeting policies and logistics of the Board of Directors and committees of the Board of Directors;
4. Consider and recommend changes in the size of the Board of Directors;
5. On an annual basis, solicit input from the Board of Directors and conduct a review and evaluation of the effectiveness of the operation of the Board of Directors, including reviewing corporate governance and operating practices, and oversee the evaluations of committees of the Board of Directors; and
6. From time to time evaluate and recommend to the Board of Directors an appropriate member of the Audit Committee of the Board of Directors to serve as the "audit committee financial expert" as determined in accordance with the rules and regulations of the Securities and Exchange Commission.

Annual Reviews

The Nominating and Governance Committee shall annually review its own charter (including the structure, processes and membership requirements of the Nominating and Governance Committee) and recommend any proposed changes to the Board of Directors for approval. In addition, the Nominating and Governance Committee shall annually review its own performance.

Meetings

The Nominating and Governance Committee will meet a minimum of twice per year and more frequently as circumstances require.

Outside Advisors

The Nominating and Governance Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, search firms or other advisors and shall receive appropriate funding from the Company, as determined by the Committee, for payment of compensation to any advisors engaged by the Committee.

Minutes

The Nominating and Governance Committee will maintain written minutes of its meetings.

Reports

The Nominating and Governance Committee shall make regular reports to the Board of Directors with respect to its activities.

Compensation

Members of the Nominating and Governance Committee shall receive such fees, if any, for their service as Nominating and Governance Committee members as may be determined by the Board of Directors in its sole discretion. Such fees may include, without limitation, retainers, per meeting fees and fees for service as Chair of the Nominating and Governance Committee. Fees may be paid in such form of consideration as is determined by the Board of Directors.

Delegation of Authority

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