

RUSH ENTERPRISES, INC.

**NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

AMENDED AND RESTATED CHARTER

This Amended and Restated Charter governs the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Rush Enterprises, Inc. (the “Company”).

I. PURPOSE

The Committee has been established to (1) identify individuals who are qualified to become Board members and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) recommend to the Board director nominees for each committee of the Board; (3) develop and recommend to the Board a set of corporate governance principles in the form of corporate governance guidelines applicable to the Company; and (4) report annually to the Board with an assessment of the Board’s performance.

The Board believes that diversity is an important attribute of a well-functioning board. It is the responsibility of the Committee to recommend for selection qualified candidates to serve as directors of the Company. Among the responsibilities of the Committee shall be to advise the Board on matters of diversity including race, gender, culture and geography, and recommend, as necessary, measures contributing to a Board that as a whole reflects a range of viewpoints, backgrounds, skills, experience, and expertise.

II. COMPOSITION

The Committee shall have a minimum of three members appointed by the Board who shall serve until they are removed or replaced by a majority of the full Board or until their earlier resignation or retirement. Each member of the Committee shall meet the independence requirements of the NASDAQ Stock Market.

The Board shall designate a Chairperson of the Committee from the Committee members. The Chairperson shall, if present, preside at all meetings of the Committee and exercise and perform such other powers and duties as may be assigned to him or her by the Board or the Committee.

III. MEETING REQUIREMENTS

The Committee shall meet as necessary to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson, preferably in conjunction with regular Board meetings. The Committee may meet by telephone conference or by any other means permitted by law or the Company’s Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act by the affirmative vote of a majority of the members of the Committee. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee shall determine its own rules and procedures, including designation of

a Chairperson *pro tempore*, in the absence of the Chairperson, and designation of a Secretary. The Secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management, employees, outside counsel or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request; provided, however, the Committee may meet in executive session at its discretion.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments, and reporting the Committee's actions to the Board on a regular basis as requested by the Board.

IV. NOMINATION AND APPOINTMENT POLICY

The Committee believes that it is in the best interests of the Company and its shareholders to obtain highly qualified candidates to serve as members of the Board. The Committee shall develop a set of criteria for Board membership that strives to attain a diversity of background and skills for the Board. In the process of searching for qualified persons to serve on the Board, the Committee shall strive for the inclusion of diverse groups, knowledge, and viewpoints. To accomplish this, the Committee may retain an executive search firm to help meet the Committee's diversity objective as well as form alliances with organizations representing the interests of women and minorities. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, experience as an officer of a publicly traded company, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management or shareholders of the Company. The Committee shall insure that the composition of the Board adheres to the independence standards of the NASDAQ Stock Market and applicable Securities and Exchange Commission rules.

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify candidates for membership on the Board 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 at the expense of the Company in connection with the performance of its responsibilities. The Company shall provide appropriate funding for payment of compensation to any search firm or other advisors retained by the Committee and of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

2. The Committee shall identify individuals believed to be qualified to become Board members and recommend qualified individuals to the Board to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders.
3. The Committee shall make recommendations to the Board from time to time as to the changes that the Committee believes to be desirable to the size of the Board or any committee of the Board.
4. The Committee shall identify Board members qualified to fill vacancies on any committee of the Board including the Committee and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including, without limitation, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
5. The Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and shall periodically review and reassess the adequacy of such guidelines and recommend to the Board any changes deemed appropriate.
6. The Committee shall review and report additional corporate governance matters as necessary or as directed by the Board.
7. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
8. The Committee shall periodically review Board composition to ensure that the Board reflects a balance of knowledge, experience, skills, expertise and diversity, including racial and gender diversity required for the Board to fulfill its duties.
9. The Committee may form and delegate authority to subcommittees when appropriate.
10. The Committee shall develop policies and principles for succession planning for the Chief Executive Officer, including succession in the event of an emergency.
11. The Committee shall assist the Board in fulfilling its responsibilities to develop, approve and monitor the Company's strategies and strategic plan.
12. The Committee shall perform such other duties as the Board may from time to time direct or as may be required by, or as the Committee shall deem appropriate under, applicable laws, rules and regulations.

VI. CHARTER

The Committee shall also perform other activities related to this Charter as requested by the Board, including: (i) reviewing and assessing the adequacy of this Charter annually and requesting Board approval of any proposed changes; and (ii) ensuring that this Charter is published or otherwise made publicly available as required by rules and regulations established by the Securities and Exchange Commission and the NASDAQ Stock Market.

VII. MISCELLANEOUS

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

As Amended on January 13, 2013