

TRANSACT TECHNOLOGIES INCORPORATED
NOMINATING COMMITTEE CHARTER

INTRODUCTION

The Board of Directors of TransAct Technologies Incorporated (the “Company”) has adopted this charter for its Nominating Committee (the “Committee”). This charter is intended to supplement the provisions in the Company’s By-Laws pertaining to the Committee.

COMMITTEE COMPOSITION

Number and Qualifications

The Committee shall have at least three members. Each director who serves on the Committee must be affirmatively determined by the Company’s Board of Directors to satisfy the requirements established by the Company’s By-Laws and Corporate Governance Principles, as well as by The Nasdaq Stock Market, to be considered an “independent” member of the Board.

Appointment

The Board of Directors, upon the recommendation of the Compensation and Corporate Governance Committee, shall elect the Chair and other members of the Committee on an annual basis, generally at the first meeting of the Board of Directors following the Company’s annual stockholders meeting.

Rotation and Removal

The Committee Chair shall be rotated periodically. To assure familiarity with the issues facing the Committee, a member of the Committee generally should have served at least one year on the Committee prior to becoming its Chair. The Board of Directors may, pursuant to the By-Laws, remove a member of the Committee, or replace the Chair, provided that the Board must, at all times, assure that the Committee will have a Chair and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

PURPOSE AND RESPONSIBILITIES

Consistent with the Company’s By-Laws, the Committee shall assist the Board of Directors in carrying out its responsibilities relating to the composition of the Board of Directors. The Committee, in fulfilling this purpose, shall have the following authority and responsibilities:

Director Nominations

- **Director Candidates.** The Committee is responsible for identifying, reviewing and recommending to the Board of Directors individuals for election to the Board.
- **Criteria.** In recommending candidates for election to the Board, the Committee shall take into consideration criteria established by the Board of Directors as set forth in the Corporate Governance Principles or as otherwise may be established by the Board from time to time. The Committee may establish such further criteria as it considers appropriate.
- **Stockholder Proposals.** The Company's By-Laws provide a method by which the Company's stockholders may nominate candidates for election to the Board. The Committee is responsible for overseeing this nomination process. The Committee shall adopt a policy under which the Committee will consider candidates recommended by stockholders for nomination by the Committee and procedures to be followed by stockholders in submitting their recommendations.
- **Proxy Statement Disclosures.** In connection with the preparation of the Company's annual proxy statement, the Committee shall approve descriptions of (i) the Committee's process for identifying and evaluating the candidates that it recommends to the Board for nomination as directors, including candidates recommended by stockholders (and any differences in the manner in which the Committee evaluates candidates based on whether the candidates are recommended by stockholders), (ii) the procedures to be followed by stockholders in recommending candidates, and (iii) any specific, minimum qualifications that the Committee believes must be met by nominees for election to the Board and any specific qualities or skills that the Committee believes must be possessed by one or more of the Company's directors.

Other Matters

- **Nominating Committee Evaluation.** The Committee shall conduct a periodic self-evaluation of its performance within the framework established by the Compensation and Corporate Governance Committee. The evaluation shall address subjects including the Committee's composition, responsibilities, structure, processes and effectiveness. As part of this evaluation, the Committee shall also review the Committee's charter. The Committee shall make recommendations to management, the Compensation and Corporate Governance Committee and the full Board based on its performance evaluation as appropriate.

COMMITTEE OPERATIONS

Meeting Schedule

The Committee shall approve its schedule of meetings and shall meet at least once a year. The Committee may also hold additional meetings at the direction of the Chairman of the Board or at the request of any Committee member. The Committee may

meet in person or by telephone conference call, and may act by unanimous written consent.

Agenda and Materials

The Committee Chair shall approve the agenda for the meetings and any member may suggest items for the Committee's consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

Attendance at Meetings

The Committee, in the discretion of its Chair, may invite members of management to attend the Committee's meetings. All independent directors who are not Committee members shall be invited to attend Committee meetings, provided (i) that the Committee shall meet without such other directors during executive session, (ii) that the Committee Chair may ask non-Committee members to leave the meeting at any time, and (iii) that such non-Committee members may not vote on any actions considered by the Committee.

Executive Sessions

The Committee shall hold an executive session at each regularly scheduled meeting. During at least some portion of each executive session, no non-Committee member or member of management shall be present.

Voting

A majority of the Committee members shall constitute a quorum. Each Committee member shall have one vote and actions at meetings may be approved by a majority of the members present.

Delegation

Except as otherwise prohibited by law or the Company's Certificate of Incorporation or By-Laws, the Committee may delegate any or all of its responsibilities to a subcommittee of the Committee.

Reporting to the Board

At the Board of Directors meeting following each Committee meeting, the Committee Chair (or the Chair's designee) shall report to the full Board on the Committee's actions.

COMMITTEE RESOURCES

To assist the Committee in fulfilling its responsibilities, (i) each Committee member shall have full access to any member of management, and (ii) the Committee may retain independent consultants, counsel, search firms and other advisors. The

Committee will have sole authority and responsibility for hiring, approving the fees and other retention terms for, and terminating consulting firms used by the Company to identify director candidates. The Company will bear the expense of all such advisors.