

**CHARTER DEFINING RESPONSIBILITIES
OF THE
LEAD INDEPENDENT DIRECTOR**

I. Purpose of Lead Independent Director

The Lead Independent Director is an "Independent Director" appointed by the Board of Directors to serve in a lead capacity to coordinate the activities of the other Independent Directors and to perform such other duties and responsibilities as the Board of Directors may determine.

II. Definition of Independent Director

inTEST defines "Independent Director" in accordance with the listing standards of the NYSE-MKT LLC Company Guide.

III. Responsibilities and Duties of Lead Independent Director

The Lead Independent Director when acting as such shall have the following specific responsibilities:

- (a) Schedule meetings of the Independent Directors at least twice a year and advise the Executive Chairman of such schedule;
- (b) Provide the Executive Chairman with input as to the preparation of the agendas for the Board of Directors' and Board Committee meetings;
- (c) Provide the Executive Chairman with input as to the quality, quantity and timeliness of the information submitted by the Company's management that is necessary or appropriate for the Independent Directors to effectively and responsibly perform their duties;
- (d) Assist the Board of Directors in better ensuring compliance with the implementation of the Board's "Guidelines on Significant Corporate Governance Issues";
- (e) Develop the agendas for, and serve as Chairman of, the executive sessions of the Board's Independent Directors;
- (f) Serve as principal liaison between the Independent Directors and the Executive Chairman on sensitive issues;
- (g) Prepare minutes of the meetings of Independent Directors, share the minutes with the full Board not later than at the next meeting

of the Board, and deliver the minutes to the Secretary of the Company for filing with the minutes of the Company;

- (h) Make recommendations to the Board of Directors on behalf of the Independent Directors; and
- (i) Undertake such further responsibilities that the Independent Directors as a whole may designate to the Lead Independent Director from time to time.