

# INTRICON CORPORATION

## AMENDED AND RESTATED NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating and Corporate Governance Committee Charter (the “Charter”) has been adopted by the Board of Directors (the “Board”) of IntriCon Corporation (the “Company”).

### **I. Purpose**

The Board of Directors has established the Nominating and Corporate Governance Committee (the “Committee”) of the Board to (1) identify individuals qualified to become members of the Board, consistent with the criteria approved by the Committee, (2) consider nominees made by shareholders in accordance with the Company’s bylaws, (3) select, or recommend to the Board, the director nominees for each annual shareholders meeting, (4) develop and recommend to the Board a set of corporate governance principles applicable to the Company and (5) oversee the evaluations of the Board and senior management (in conjunction with the Compensation Committee).

### **II. Composition**

The Committee shall be comprised of two or more members, each of whom must qualify as an independent director (“Independent Director”) under the listing standards of the NASDAQ Global Market (“NASDAQ”), subject to any exceptions contained in such standards.

The Committee members shall be appointed by the Board. The Board shall appoint one member of the Committee as chairperson. If the Board fails to elect a chairperson, the Committee members shall elect a chairperson from their members. The chairperson shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If the Committee chairperson is not present at a meeting, the remaining members of the Committee may designate an acting chairperson.

The members shall serve for a term of one year or until their successors shall be appointed and qualified. No member of the Committee shall be removed except by majority vote of the full Board. The Board shall have the authority to fill vacancies or add additional members to the Committee.

A member shall promptly notify the Committee and the Board if the member is no longer an Independent Director and such member shall be removed from the Committee unless the Board determines that an exception to the Independent Director requirement is available under the NASDAQ rules with respect to such member’s continued membership on the Committee.

### **III. Meetings and Procedures**

Consistent with the Company's articles of incorporation, bylaws and applicable state law, the following shall apply:

- The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.
- The Committee shall meet at least annually and more frequently as circumstances require. Members may participate by telephone.
- The chairperson of the Committee or a majority of the members of the Committee may call special meetings of the Committee.
- The chairperson, in consultation with other members of the Committee, shall set the length of each meeting and the agenda of items to be addressed at each meeting and shall circulate the agenda to each member of the Committee in advance of each meeting.
- A majority of the members of the Committee shall constitute a quorum.
- The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee and/or provide such pertinent information as the Committee requests, except that no director of the Company shall participate in discussions or attend any portion of a meeting of the Committee at which that director's nomination or committee selection is being discussed.
- Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting.
- The Committee shall keep written minutes of its meetings, which minutes shall be maintained by the Company with the books and records of the Company. The chairperson may designate an officer or employee of the Company to serve as secretary to the Committee.

### **IV. Responsibilities and Duties of the Committee**

The Committee shall have the following duties and responsibilities:

#### Selection of Director Nominees and Committee Membership

- Establish the criteria for selecting new members of the Board, which criteria shall include, among other factors that the Committee may deem appropriate, the person's experience as a director, current and past employment, and knowledge of the Company's business and industry.

- Interview prospective candidates, and recommend to the Board, the director nominees for each annual shareholder meeting and nominees for any vacancies arising between annual shareholder meetings (subject to any contractual or other rights granted by the Company to third parties to nominate directors).
- Recommend to the Board whether to increase the number of directors, or, in the event of the death, disability, resignation, refusal to stand for reelection or removal of a director, whether to decrease the number of directors.
- Review the composition of the Board and the Committee at least annually to ensure that the Board and the Committee comply with all applicable laws, regulations, and listing requirements.
- Recommend to the Board the directors to be appointed to each committee of the Board.
- Review the skills, characteristics, and qualifications of the members of the board and all committees at least annually.
- Establish policies regarding the consideration of director candidates recommended by shareholders.
- Establish procedures to be followed by shareholders in submitting recommendations for director candidates.
- Recommend to the Board a process for shareholders to communicate with the Board.
- Recommend to the Board a policy with respect to Board member attendance at annual meetings.

#### Develop and Implement Policies Regarding Corporate Governance Matters

- Recommend to the Board policies to enhance the Board's effectiveness, including with respect to the distribution of information to Board members, the size and composition of the Board, and the frequency and structure of Board meetings.
- Develop and review periodically, and at least annually, the corporate governance policies of the Company to ensure that they are appropriate for the Company and that policies of the Company comply with applicable laws, regulations and listing standards, and recommend any changes to the Board.
- Periodically (and at least once annually) review and make recommendations with respect to the Company's code of ethics.
- Consider any other corporate governance issues that arise from time to time, and recommend appropriate actions to the Board.

### Evaluation of the Board and Management

- Oversee performance evaluations for the Board as a whole, the directors and senior management (in conjunction with the Compensation Committee).
- Maintain an orientation program for new directors and continuing education programs for directors.

### Succession Planning and Other Matters

- Review and advise the Board of Directors on executive officer succession plans.
- Make recommendations to the Board with respect to potential successors for key management positions.
- Review and evaluate the Committee's performance annually.
- Review and reassess the adequacy of this Charter on an annual basis and recommend to the Board any appropriate changes.
- Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

#### **V. Subcommittees**

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more of the members of the Committee. The Committee may delegate such authority to a subcommittee as the Committee deems appropriate, consistent with applicable law and NASDAQ listing standards.

#### **VI. Investigations and Studies; Outside Advisors**

The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's duties and responsibilities, and may retain, at the Company's expense, such experts and other professionals as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

Date adopted: October 10, 2007

Date of Last Review: February 4, 2009