

Versar, Inc.

Nominating & Governance Committee Charter

I. PURPOSES OF THE COMMITTEE

The Nominating & Governance Committee will assist the Board of Directors in fulfilling its oversight responsibilities related to the following:

- A. The composition of the Board of Directors to ensure that members of the Board of Directors and its committees meet the criteria of the NYSE Amex and the Securities and Exchange Commission (SEC) regulations and have the characteristics and qualities for board membership as determined by the Board; and
- B. The development and implementation of corporate governance principles, policies, codes of conduct and codes of ethics relating to the operation of the Board of Directors and its committees and the Company as a whole.

In performing its duties, the Committee shall maintain effective working relationships with the Board of Directors, Management and any internal and external advisors.

II. ORGANIZATION

Each member of the Committee shall be an “independent director” as the term is defined under the listing standards of the NYSE Amex, as amended from time to time.

III. DUTIES AND RESPONSIBILITIES

The Nominating & Governance Committee is responsible for the following on the behalf of the Board of Directors:

- A. Identifying individuals qualified to serve on the Board of Directors as vacancies arise in accordance with the selection criteria embodied in the Corporate Governance Guidelines.
- B. Recommending to the Board of Directors the director nominees to be voted upon at the next annual meeting of the stockholders of the Company. The Committee shall also, when the need or opportunity arises, recommend director nominees to the Board of Directors at any regular or special meeting of the Board.
- C. Recommending to the Board of Directors the removal of individual directors for appropriate reasons or that individual directors not be nominated for re election

at the end of a term consistent with the Company's Corporate Governance Guidelines.

- D. Evaluating each year the performance of the Board of Directors, the committees of the Board of Directors, and each of the directors. Reporting the findings of such evaluations to the full Board of Directors.
- E. Recommending to the Board of Directors the appropriate size and needs of the Board of Directors, consistent with the Company's Bylaws.
- F. Recommending to the Board of Directors appointees to committees of the Board and removal of committee members based on such criteria as the Committee shall from time to time establish consistent with the rules and regulations of the NYSE Amex and the SEC.
- G. Coordinating and overseeing the training and orientation of directors.
- H. Proposing for consideration by the full Board of Directors a set of corporate governance guidelines, and, if deemed necessary by the Board of Directors, proposing from time to time any amendments to such guidelines.
- I. Overseeing and evaluating compliance by the Board and Management with the Company's corporate governance standards.
- J. Retaining, terminating, determining compensation of and overseeing any outside consultant and other advisors to identify candidates for nomination to the Board of Directors and any other advisors or consultants deemed necessary by the Committee.
- K. Reviewing and updating the Committee's Charter during the year on an annual basis.
- L. Performing any other activities required by applicable law, rules or regulation, including the rules of the Securities and Exchange Commission (SEC), the NYSE Amex and any other stock exchange or market on which the Company's securities may be listed from time to time, and performing such other activities that are consistent with this Charter or in the Company's Bylaws and governing laws as the Committee or the Board of Directors deem necessary or appropriate.
- M. Reporting to the Board of Directors after every meeting it holds or at least annually, unless the Chairman of the Board and the Board determine otherwise.

IV. MEMBERSHIP – APPOINTMENT AND REMOVAL

- A. The members of the Nominating & Governance Committee and the Chair of the Nominating & Governance Committee shall be appointed by the Board of Directors at the annual organizational meeting of the Board following the annual meeting of stockholders. Members shall serve until their successors shall be duly appointed or until their early resignation or removal from the Committee, including pursuant to paragraph B below. If the Board fails to designate a Chair, the members of the Committee shall designate a Chair by majority vote by the full Committee membership.
- B. A Committee member shall be automatically removed without further action of the Board if the member ceases to be a director of the Company or is found by the Board to no longer be an “independent director” as required by this Charter.
- C. Committee members may otherwise be removed or replaced by a vote of the Board.

V. MEETINGS

- A. Except as otherwise provided by this Charter or by applicable laws or regulations, as amended from time to time:
 - 1. A majority of the members of the Committee entitled to vote, either present in person or by means of remote communication, or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the Committee, and
 - 2. All actions of the Committee shall be by affirmative vote of a majority of those members so determined to be present or represented by proxy.
- B. The Committee shall have full authority to delegate any of its duties under this Charter to any subcommittee formed by the Board or the Committee, or to the Chair of the Committee, so long as such delegation is consistent with the rules and regulations of the SEC and the NYSE Amex.
- C. The Committee shall meet at least once per year and at other times as required.

Adopted by the Versar Board of Directors on May 10, 2012