

ARC GROUP WORLDWIDE, INC.
CHARTER OF THE NOMINATING & GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS

The Board of Directors of ARC Group Worldwide, Inc., a Utah corporation (the “Company”), has constituted and established a Nominating & Governance Committee (the “Committee”) with authority, responsibility and duties as described herein. This Charter and the composition of the Committee are intended to comply with the rules of the NASDAQ Stock Market (“NASDAQ”).

A. Purpose

The purposes of the Committee are the following:

- Assist the Board of Directors (the “Board”) by identifying individuals qualified to become Board members, consistent with criteria approved by the Board;
- Recommend for the Board’s approval the slate of nominees to be proposed by the Board to shareholders for election to the Board;
- Recommend to the Board the nominees among the Board members who will serve on each committee of the Board;
- Recommend to the Board the nominee for Chairman of the Board;
- Recommend to the Board the nominee to serve in the role of lead director of the Board; and
- To assist the Board of Directors in ensuring proper attention and effective response to stockholder concerns regarding corporate governance.

B. General Principles

Each nominee under consideration to serve as a director of the Company shall have a demonstrable record of personal and professional integrity and must be able to represent the long-term interests of the Company’s shareholders with objectivity, practical experience, mature judgment and high ethical standards. The Company shall endeavor to have a Board representing diverse experience in the areas that are relevant to the Company’s business activities.

Each nominee under consideration to serve as a director of the Company must be willing to devote sufficient time to carrying out their duties and responsibilities efficiently. The nominees should be willing to commit to serve on the Board for an extended period of time. Directors

should be ready to offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities.

C. Appointment, Membership and Organization

The Committee will consist of no fewer than two (2) independent directors. The Board shall determine the exact number of members to serve on the Nominating & Governance Committee from time-to-time and may at any time remove or replace any Committee member.

Each of the Committee's members will be appointed by the Board. The Committee will comply with the rules and regulations of the Securities and Exchange Commission and the NASDAQ Stock Market, including those related to independence.

Unless the Chair of the Committee is elected by the Board, the members of the Committee shall designate a chair by the majority vote of the full Committee membership. The Committee may change the chair at any time.

D. Responsibilities

The responsibilities of the Nominating & Governance Committee include the following:

1. To evaluate the composition, size and organization of the Board and its committees;
2. To review and assess Board director independence criteria with respect to continuing and prospective directors;
3. To ascertain the status of Company executive officers under Section 16 promulgated under the Securities Exchange Act of 1934, as Amended (the "Exchange Act") and make recommendations to the Board accordingly;
4. To develop, update as necessary and recommend to the Board policies for considering director nominees for election to the Board in addition to the criteria set forth herein;
5. To recommend ways to enhance communications and relations with shareholders relating to nominations of directors;
6. To periodically consider and make recommendations to the Board regarding the experience, talents, skills and other characteristics the Board as a whole should possess in order to maintain its effectiveness;
7. To seek individuals whose skills and attributes reflect those desired for service on the Board;

8. To evaluate and recommend candidates for election and/or re-election to the Board consistent with criteria approved by the Board, including nominees recommended by shareholders;
9. To review the slate of directors who are to be re-nominated to determine whether they are meeting the Board's expectations of them;
10. To annually review committee chairs and membership and recommend any changes to the full Board;
11. To evaluate and recommend termination of service of individual members of the Board as appropriate, in accordance with the Board's governance principles, for cause or for other proper reasons;
12. To oversee risks and exposures associated with director succession planning;
13. To meet in executive session with key management personnel and meet with representatives of outside advisors as the Committee deems necessary and advisable;
14. To make oral or written reports to the Board;
15. To review and re-examine this Charter at least on an annual basis and make recommendations to the Board regarding any proposed changes;
16. To review annually the Committee's own performance against responsibilities outlined in this Charter and as otherwise established by the Board;
17. To review proposed changes to the Corporation's charter or bylaws, or Board committee charters, and make recommendations to the Board of Directors; and
18. To review governance-related stockholder proposals and recommend Board of Director response.

E. Authority

The Committee shall have full power and authority to undertake any and all actions deemed necessary or advisable by the Committee in connection with the performance of its responsibilities. The Committee shall have power to review and assess any matter brought to its attention that is within the scope of the Committee's authority, including, without limitation, full access to all Company books, records, facilities and employees. The Committee has the sole authority to select, retain and terminate consultants, legal counsel or other advisors, including director search firms, to advise the Committee, all at the expense of Company, and to approve the terms of any such engagement and the fees of any such consultants, legal counsel or advisors. In selecting a consultant or other advisor, the Committee will take into account factors that may be required by applicable law or listing standards or that it otherwise considers appropriate.

F. Meetings and Minutes

The Committee will meet as often as it determines is appropriate consistent with the stated purposes of the Committee and the rules of the NASDAQ Stock Market. The Committee will keep minutes of each meeting. The Committee shall decide when and where it will meet, and must deliver a copy of the agenda in advance to the Board. Such meetings may be held in person or telephonically or through any other electronic media so long as all members of the Committee can at all times hear the other members of the Committee and to be heard by the others in order to fully participate in the meeting.

Unless the Board or this Charter provides otherwise, the Committee can make, alter or repeal rules for the conduct of its business. In the absence of these rules, the Committee will conduct its business in the same way the Board conducts its business.

G. Nomination Process

The Committee will follow the following procedures in connection with the nomination or re-nomination of individuals for election as Directors at meetings of shareholders of the Corporation:

1. In determining whether to nominate an incumbent Director for reelection, the Committee will evaluate each incumbent's continued service, in light of the Board's overall requirements.
2. When the need for a new Director arises (whether because of a newly created Board seat or vacancy), the Committee will proceed in such manner as it deems appropriate to identify a qualified candidate or candidates. The Committee will review the qualifications of each candidate. The final candidates will be interviewed by the Corporation's Chairman of the Board and one or more other Board members. The Committee will then make a recommendation to the Board based on its review, the results of interviews with the candidate and all other available information. The Board will make the final decision on whether to invite the candidate to join the Board.
3. Any shareholder may nominate a person for election as a Director at a meeting of shareholders at which the nominating shareholder is entitled to vote by following certain procedures which shall be set forth in the annual proxy statement of the Company in accordance with the rules and regulations promulgated under the Exchange Act.
4. In regard to nominations of persons for election to the Board, in the event that the Committee will not be recommending an incumbent director for inclusion in the slate of

nominees to be proposed by the Board to the shareholders for election to the Board, and provided that the incumbent director has not notified the Committee that he or she will be resigning or that he or she does not intend to stand for re-election to the Board, then, in the case of an election to be held at an annual meeting of shareholders, the Committee will recommend the slate of nominees to the Board at least thirty (30) days prior to earliest date on which nominations for directors may be presented to shareholders of the Company in a proxy statement filed in accordance with the rules and regulations promulgated under the Exchange Act.

5. In the event of an election to occur at a special meeting of the Company, the Committee will recommend the slate of nominees to the Board as soon as reasonably possible prior to the date on which notice must be given to shareholders of the Company in a proxy statement filed in accordance with the rules and regulations promulgated under the Exchange Act.
6. The Committee will consider for inclusion in the Board's annual slate of Director nominees candidates recommended by significant, long-term shareholders. A significant long-term shareholder is a shareholder, or group of shareholders that beneficially owned more than 5% of the Corporation's voting stock for at least two years prior to the date the recommendation was made and at the record date for the shareholder meeting. In order for such a nominee to be considered for inclusion with the Board's slate, the nominating shareholder shall submit a timely nomination notice in accordance with the procedures above. The nominating shareholder should expressly indicate in the notice that such shareholder desires that the Board and Committee consider the shareholder's nominee for inclusion with the Board's slate of nominees for the meeting. The nominating shareholder and shareholder's nominee should undertake to provide, or consent to the Corporation's obtaining, all other information the Board and Committee deems necessary and relevant in connection with their respective evaluation of the nominee.
7. A shareholder nominee submitted for inclusion in the Board's slate of nominees must meet the criteria for consideration as a nominee and service as a Director under this Charter and such other policies adopted by the Committee from time to time which shall be made available to shareholders upon request;
8. In evaluating shareholder nominees for inclusion with the Board's slate of nominees, the Board and Committee may consider all other information relevant in their business judgment to the decision of whether to nominate a particular candidate for a particular Board seat, taking into account the then current composition of the Corporation's Board.

9. The Committee intends to continue to evaluate its policies and procedures regarding shareholder nominations in light of changing industry practices and regulation. The policies and procedures described in this Section are subject to change.

H. Delegation of Authority & Interpretation

The Committee may form and delegate authority to subcommittees when appropriate.

This Charter is intended to be flexible so that the Committee is able to meet changing conditions. The Committee is authorized to take any and all such further actions as are consistent with the responsibilities of the Committee stated herein and to take such other actions thereto which the Committee determines are necessary or desirable under applicable law, NASDAQ Stock Market, the Company's Bylaws or as the Board of Directors may require.

#