

## **OPTICAL CABLE CORPORATION**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**June 30, 2010**

#### **Organizational Structure**

The Nominating and Corporate Governance Committee ("Committee") of the Board of Directors ("Board") of Optical Cable Corporation shall consist of at least three directors, all of whom the Board shall determine are "independent" in accordance with NASDAQ listing standards. Based on the recommendation of the Committee, the Board annually shall elect the members and the chair of the Committee at its organizational meeting following the Annual Meeting of Stockholders. The members of the Committee may be removed by the Board.

#### **Purpose and Responsibilities**

The purpose of the Committee shall be: (i) review the qualifications of candidates to serve on the Board of Directors and for each election of Directors recommend nominees for consideration by the full Board of Directors, (ii) review and make recommendations to the Board of Directors on matters of Director independence and corporate governance of the Board, and (iii) have such other duties as may be requested by the Board or the Chairman of the Board of Directors, from time to time.

In the furtherance of this purpose, the Committee shall have the following responsibilities:

- to review the qualifications of candidates for Director identified by the Committee or suggested by Board members, stockholders, the Chairman of the Board and the Chief Executive Officer in accordance with criteria recommended by the Committee and approved by the Board;
- to recommend nominees to the Board for consideration by the full Board of Directors;
- to consider the performance of incumbent Directors and other relevant factors in determining whether to recommend incumbent Directors for reelection;
- to make recommendations to the Board as to determinations of Director independence;
- to make recommendations to the Board concerning the composition and structure of the Board and its committees;

- to advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other committees of the Board;
- to evaluate the Committee's performance at least annually and report to the Board on such evaluation; and
- to perform such other duties and responsibilities as are consistent with the purpose of the Committee as requested by the Board or the Chairman of the Board from time to time.

### **Meetings and Procedures**

The Committee shall meet at least annually with the authority to convene additional meetings as called by the Chairman of the Committee or at the request of any two members of the Committee. Minutes of meetings of the Committee will be prepared and the Committee will report the results of its meetings to the full Board. A majority of the members of the Committee shall constitute a quorum. The Chairman of the Committee, in consultation with the other Committee members, shall set meeting agendas.