

SEVCON, INC.

Nominating and Governance Committee Charter

PURPOSE:

The purpose of the Nominating and Governance Committee is to provide recommendations for the Board of Directors' action related to the composition, size, and effectiveness of the Board and its committees and to develop and implement the Company's corporate governance principles and practices.

MEMBERSHIP:

The Committee shall be comprised of no less than three members, all of whom shall be "independent directors" as defined in the most restrictive applicable NASDAQ, SEC or statutory definition then in effect.

RESPONSIBILITIES:

- To recommend to the Board of Directors the appropriate number of Directors of the Board.
- To consider recommendations for Director candidates from Stockholders and other sources and to recommend to the Board of Directors candidates for consideration for election to the Board.
- To recommend to the Board of Directors the appropriate skills and experience criteria for potential new Directors. This assessment should include issues of diversity, age, skills such as understanding of manufacturing, technology, finance and marketing, and international background - all in the context of an assessment of the perceived needs of the Board at that point in time.
- To recommend to the Board of Directors changes in policies affecting Directors, including retirement.
- To evaluate the roles and charters, and to recommend the composition, of each of the committees of the Board.
- To periodically assess the effectiveness of the Board, its committees, and the Directors, and to recommend measures for improvement.
- To review and report to the Board on matters of corporate governance of the Company and its subsidiaries (i.e., the distribution of rights and responsibilities among the Board, the Stockholders and Management in determining the direction and performance of the Company; developing rules and procedures for making decisions on corporate affairs; and providing the structure through which the Company objectives are set, and the means of attaining those objectives and monitoring performance).
- To recommend succession plans for the positions of Chairman of the Board and Chief Executive Officer.
- To carry out periodic evaluations of the performance of the Chief Executive Officer.

- To review the Company's Corporate Governance Policy and Guidelines for Board Meetings, Processes and Procedures, and recommend revisions as appropriate.

The Committee may engage director search firms and may, as necessary and appropriate, consult with other outside advisors to assist in its duties to the Company. The Committee has the sole authority to approve the fees and other retention terms with respect to any such firms and advisors.

The Committee shall keep minutes of its meetings and shall make periodic reports of its activities to the Board.

Revised December 2013