



Nominating/Corporate Governance Committee Charter



I. Purpose The primary objectives of the Nominating/Corporate Governance Committee are to assist the Board by: (i) identifying individuals qualified to become Board members; (ii) recommending to the Board director nominees for the next annual meeting and any special meeting of the Company's stockholders at which directors are to be elected; (iii) recommending candidates to fill any vacancies on the Board; (iv) ensuring that the Audit, Compensation and Nominating/Corporate Governance Committees of the Board shall have the benefit of qualified and experienced "independent" directors; and (v) developing and recommending to the Board a set of effective corporate governance guidelines applicable to the Company.

II. Organization The Nominating/Corporate Governance Committee shall consist of at least two directors, each of whom shall satisfy the applicable independence requirements of The New York Stock Exchange and any other regulatory requirements.

Committee members shall be elected by the Board at the annual organizational meeting of the Board of Directors; members shall serve until their successors shall be duly elected and qualified. The Committee's chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chairman by vote of a majority of the full Committee.

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

III. Structure and Meetings The chairperson of the Nominating/Corporate Governance Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting.

The Committee may invite directors who are not members of the Committee, management of the Company, and any other person whose presence the Committee desires, to attend as observers, advisors or contributors at any meeting of the Committee.

The Committee shall keep minutes of the meetings of the Committee and any subcommittee. Such minutes shall be filed with the records of the Board and other Committees of the Board.

All actions taken by the Committee shall be reported to the Board at or prior to its next regular meeting or as soon as practicable thereafter.

IV. Goals and Responsibilities The Nominating/Corporate Governance Committee shall: (i) develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review and reassess the adequacy of such guidelines periodically and recommend to the Board any changes deemed appropriate; (ii) develop policies on the size and composition of the Board; (iii) review possible candidates for Board membership consistent with the Board's criteria for selecting new directors; (iv) oversee annual evaluations of the Board and the Committees of the Board; (v) annually recommend a slate of nominees to the Board with respect to nominations for the Board at the annual meeting of the Company's stockholders; (vi) recommend to the Board nominees to be considered at any special meeting of the Company's stockholders at which directors are to be elected; (vii) recommend candidates to fill any vacancies on the Board; (viii) generally advise the Board (as a whole) on corporate governance matters; and (ix) have such other responsibilities as are required of nominating or corporate governance committees by New York Stock Exchange rules.



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The Committee shall also make recommendations to the Board with respect to (a) committee member qualifications, (b) committee member appointments and removals, (c) committee structure and operations (including authority to delegate to subcommittees), and (d) committee reporting to the Board.

The Committee will annually review and reassess the adequacy of the Charter and recommend any proposed changes to the Board for approval.

V. Performance Evaluation The Nominating/Corporate Committee shall conduct an annual performance evaluation of itself.

VI. Committee Resources The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Committee shall have sole authority to engage, terminate and determine the compensation and terms of engagement of any search firm to be used to identify director candidates, experts, outside consultants, external legal, accounting or other advisors. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee. The fees, expenses or compensation owed any person retained by the Committee and any ordinary administrative expenses of the Committee incurred in carrying out its duties and responsibilities shall be borne by the Company.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

VII. Disclosure of Charter This Charter will be made available on the Company's website at www.gpstrategies.com.

Approved by the Board of Directors on June 22, 2016