

# **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

## **Purpose**

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors of KEMET Corporation shall be to assist the Board in identifying qualified individuals to become Board members, in determining the composition of the Board of Directors and its Committees, in monitoring a process to assess Board effectiveness and in developing and implementing the Corporation's corporate governance guidelines.

## **Committee Membership**

The Committee shall consist of a minimum of three directors. These should include the chairs of the Audit and the Compensation Committees. Members of the Committee shall be appointed and may be removed by the Board of Directors. All members of the Committee shall meet the independence requirements of the New York Stock Exchange and such other standards as may be established by the Committee.

## **Committee Authority and Responsibilities**

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

1. To lead the search for individuals qualified to become members of the Board of Directors and to recommend to the Board of Directors for its approval Director nominees to be presented for stockholder approval at the annual meeting. The Committee shall recommend individuals as Director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders. The Committee shall also review the qualifications and background of any individuals properly nominated by stockholders to serve as directors.
2. To develop and recommend to the Board of Directors for its approval a set of criteria for Board membership which shall include factors relating to business experience, diversity, occupation, and personal skills in technology, finance, marketing, international business, financial reporting and other areas that are expected to contribute to an effective Board. The Committee shall periodically review the director recruitment and selection process to insure that diversity remains a component of any director search.
3. To review the Board of Directors' Committee structure and to recommend to the Board for its approval Directors to serve as members of each Committee. The Committee shall review and recommend Committee slates annually and shall recommend additional Committee members to fill vacancies as needed.

4. To develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board and its Committees. The Committee shall oversee the annual self-evaluations.
5. To review the institutional and other affiliations of directors and director candidates for possible conflict of interest problems.
6. To monitor trends and best practices in corporate governance, including through the review of analyses and recommendations of leading institutional advisor services.
7. To develop and recommend to the Board of Directors for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
8. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.
9. The Committee shall have authority to retain any search firm engaged to assist in identifying Director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The engagement of any such search firm, outside counsel or other advisor to assist in identifying Director candidates shall be done in a manner consistent with the criteria outlined in this Charter.
10. The Committee shall evaluate the performance of the Chief Executive Officer annually, and shall review its actions with the Board of Directors. The Committee's evaluation of the Chief Executive Officer is based upon a combination of objective and subjective criteria which are disclosed each year in the Company's annual proxy statement.
11. The Committee shall determine a schedule for regular executive sessions in which non-management directors meet without management participation. The Chairman of the Board shall preside over those sessions.
12. The Committee shall have full access to the Company's executives as necessary to carry out the Purpose of the Committee.
13. The Committee shall oversee and review the Company's process for providing information to the Board and should assess the channels through which the Board receives information, and the quality and timeliness of the information received.
14. The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.
15. The Committee shall review and make recommendations to the Board with respect to any proposal properly presented by a stockholder for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other Committee of the Board for purposes of such review and recommendations.