

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Command Security Corporation (the “Company”) is to (i) identify individuals who are qualified to become directors; (ii) select or assist in selecting nominees for membership on the Board and committees of the Board; and (iii) assist the Board with oversight of corporate governance matters.

II. Membership and Organization

- A. The Committee shall be comprised of three or more members of the Board, each of whom, except as otherwise permitted, shall satisfy the independence requirements of The New York Stock Exchange (“NYSE”).
- B. The members of the Committee and the Chairman of the Committee shall be appointed by the Board. Members shall serve at the pleasure of the Board for such term or terms as the Board may determine.
- C. The Committee shall meet at least twice annually, or more frequently as the Committee may determine. The Chairman of the Committee shall report to the Board regularly regarding the Committee’s activities and actions, including at the first Board meeting following any Committee meeting.
- D. The Chairman or, in the event of his absence from any meeting, another member of the Committee designated by vote of the members in attendance at such meeting, will chair all meetings of the Committee and set the agendas for such meetings. Any other member of the Committee shall have the right to submit items to be included on the agenda for any Committee meeting.
- E. The Committee shall keep regular minutes of its meetings and report the same to the Board from time to time and upon request.

III. Duties and Responsibilities Relating to Nominations

- A. The Committee shall lead the search for individuals qualified to become members of the Board and shall select director nominees to be presented for stockholder approval. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall select a nominee to fill such vacancy either through appointment by the Board or through election by stockholders. In setting nomination criteria and evaluating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, experience with businesses and other organizations of comparable size or in related industries, the ability to act on behalf of stockholders, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.
- B. The Committee shall conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.

- C. The Committee shall receive nominations for director and evaluate all prospective director nominees, including nominees recommended by a stockholder. The Committee may consider candidates proposed by management, but is not required to do so.
- D. The Committee shall review the Board's committee structure and shall recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and make recommendations regarding membership of Board committees annually and shall recommend additional committee members to fill vacancies as needed.

IV. Duties and Responsibilities Relating to Corporate Governance

- A. The Committee shall recommend to the Board a code or codes of conduct applicable to employees, officers and directors of the Company and the process for consideration and disclosure of any requested waivers of such code or codes in the case of directors or executive officers of the Company.
- B. The Committee shall review and reassess the adequacy of such code or codes of conduct at least annually, and make recommendations to the Board as appropriate.
- C. The Committee shall recommend for approval by the majority of directors who are deemed independent in accordance with the applicable requirements of The NYSE a process for collecting and organizing communications to the Board from security holders of the Company and deciding which communications will be relayed to the Board.
- D. The Committee shall review and report to the Board regarding any questions of possible conflicts of interest and related party transactions involving Board members or members of senior management of the Company, including but not limited to related party transactions required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the Securities and Exchange Commission.
- E. The Committee shall periodically review the functions of the senior officers of the Company and make recommendations to the Board regarding changes as it may deem necessary.
- F. The Committee shall annually review with the Chief Executive Officer the job performance of elected corporate officers and such other senior executives of the Company as it deems appropriate.
- G. The Committee shall periodically review with the Chief Executive Officer the succession plans relating to positions held by elected corporate officers and such other senior executives of the Company as it deems appropriate, and make recommendations to the Board with respect to individuals to occupy these positions.

V. Additional Responsibilities and Authority

- A. The Committee shall have authority to retain, at the expense of the Company, any search firm or similar consultant to assist in identifying and appropriately investigating director candidates as it shall deem necessary to carry out its duties, without Board or management approval.



- B. The Committee shall annually conduct and present to the Board an evaluation of the performance of the Board and the other committees of the Board.
- C. The Committee shall annually review and evaluate the performance of the Committee, including compliance by the Committee with this Charter.
- D. The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.