KEWAUNEE SCIENTIFIC CORPORATION

CHARTER OF NOMINATING AND CORPORATE GOVERNANCE COMMITTEE AUGUST 22, 2012

The Nominating and Corporate Governance Committee shall be comprised solely of independent Directors who shall meet the criteria for independence required by the NASDAQ Stock Exchange. The Committee shall be comprised of at least three directors. The Committee will meet at least annually, with authority to convene additional meetings as circumstances require. The Committee may delegate authority to one or more subcommittees.

The primary responsibilities of the Committee are as follows:

- 1. Make recommendations to the Board concerning nominees for Board membership, including the re-election of existing Board members.
- 2. Annually review and recommend to the Board the appointment of directors to Board committees and the selection of the chairperson of each committee.
- 3. Make recommendations to the Board with respect to officers of the Company.
- 4. Assure that an up-to-date management succession plan is in place for the Chief Executive Officer and other executive officers.
- 5. Review and make recommendations to the Board regarding director compensation and benefits.
- 6. Periodically review the skills and qualifications of existing directors with a view toward a rounded and effective Board.
- 7. Identify and screen potential nominees for new Board members considering suggestions for nominees given by Directors, employees, shareholders, and other persons. If desired, the Committee may retain and terminate any search firm, including sole authority to approve the search firm's fees and other retention terms.
- 8. Periodically review the Company's Policy on Directors and Committees, update it as the Committee deems appropriate, and submit it to the Board for approval when updated.
- 9. Review stockholder proposals for inclusion in the Company's Proxy Statement and make recommendations to the Board regarding such proposals.
- 10. Periodically review this Charter, update it as the Committee deems appropriate, and submit it to the Board for approval.