

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
INFUSYSTEM HOLDINGS, INC.
AS RESTATED NOVEMBER 14, 2018**

There shall be a Committee of the Board of Directors (the “Board”) of InfuSystem Holdings Inc. (the “Company”) to be known as the Nominating and Governance Committee (the “Committee”) with purpose, composition, authority, duties and responsibilities, as follows:

I. Purpose of the Committee

The purpose of the Committee is to:

- A. Consider and report periodically to the Board on matters relating to the identification, selection and qualification of Board members and candidates nominated to the Board; and
- B. Monitor and advise the Board with respect to corporate governance matters.

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. The business of the Company is managed under the direction of the Board and the various committees thereof, including this Committee. The basic responsibility of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its shareholders. The Committee is not expected to assume an active role in day-to-day operation or management of the Company.

II. Composition of the Committee

The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than two Board members. Each member shall be “independent” in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of the NYSE American. The Chair of the Committee shall be designated by the Board.

Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal. A majority of the Board may replace any member of the Committee.

III. Committee Meetings

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this Charter. The Chair of the Board, any member of the Committee, or the Secretary of the Company may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee’s agenda. At the beginning of the year, the Committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen). The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

IV. Authority and Resources

The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee shall have the sole authority, and necessary funding, to retain, set compensation and retention terms for, and terminate outside counsel or any search firm to be used to identify director candidates as the Committee determines necessary to carry out its duties.

V. Duties and Responsibilities

The Committee shall:

- A. Make recommendations to the Board concerning the size, structure, and composition of the Board and its committees.
- B. Consider shareholder nominees for election to the Board and review shareholder proposals submitted to the Company for consideration at the Company's annual meeting of shareholders.
- C. Screen and recommend the selection of nominees to the Board to fill vacancies and newly created directorships based on, among other things, their independence, character, ability to exercise sound judgment, diversity, age, demonstrated leadership, skills, including financial literacy, and experience in the context of the needs of the Board.
- D. Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board.
- E. Oversee the annual Board performance evaluation process, including, as deemed appropriate, conducting surveys of director observations, suggestions, and preferences.
- F. Consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection.
- G. Evaluate and recommend termination of membership of individual directors in accordance with the Company's By-Laws, for cause or for other appropriate reasons.
- H. Monitor compliance with the Conflicts of Interest policy and, as it relates to individual directors and set forth in the Code of Business Conduct and Ethics Policy.
- I. Consider matters of corporate governance and periodically review the Company's corporate governance policies and recommend to the Board modifications to the policies as appropriate.
- J. Review the Committee's Charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least once a year.
- K. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.
- L. Perform such other functions as assigned by law, the Company's charter or By-Laws, or the Board.