

**NATUS MEDICAL INCORPORATED**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

***1. Purpose***

The purpose of the Nominating and Governance Committee of the Board of Directors (the “Board”) of Natus Medical Incorporated (the “Company”) is to ensure that the Board is properly constituted to meet its fiduciary obligations to shareholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating and Governance Committee shall:

- Assist the Board by identifying prospective director nominees, and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill any interim vacancies on the Board;
- Develop and recommend to the Board and oversee implementation of the governance principles applicable to the Company;
- Oversee the evaluation of the Board; and
- Recommend to the Board director nominees for each committee.

***2. Membership and Organization***

The Nominating and Governance Committee shall be comprised of no fewer than three members. The members of the Nominating and Governance Committee are appointed by and serve at the discretion of the Board of Directors.

The members of the Nominating and Governance Committee shall meet the independence requirements of the listing standards of The Nasdaq Stock Market.

***3. Responsibilities and Authority***

The responsibilities and/or authority of the Nominating and Governance Committee include:

- Evaluating the current composition, organization and governance of the Board and its committees, determining future requirements and making recommendations to the Board for approval;
- Determining on an annual basis desired Board qualifications, expertise and characteristics, and conducting searches for potential Board members with corresponding attributes.
- Evaluating and proposing nominees for election to the Board. In performing these tasks, the Nominating and Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates;
- Overseeing the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences;
- Forming and delegating authority to subcommittees when appropriate;
- Evaluating and making recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs, and proposal of the Board slate for election.

- Consideration of shareholder nominees for election to the Board;
- Evaluating and recommending termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons;
- Conducting an annual review on succession planning, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to executive management positions;
- Making regular reports to the Board of Directors;
- Reviewing and reassessing the adequacy of this Charter annually and recommending any proposed changes to the Board of Directors for approval; and
- Annually reviewing and evaluating its own performance.

In performing its responsibilities, the Nominating and Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors, and shall have access to appropriate funding to carry out these purposes.

#### **4. Minutes**

The Nominating and Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

*Revised March 22, 2012*