

## **Corporate Governance and Nominating Committee Charter**

### **A. Purpose**

The Governance and Nominating Committee ("Committee") is appointed by the Board of Directors ("Board") of Perma-Fix Environmental Services, Inc. (the "Company") for the following purposes:

- 1 Assist the Board of Directors to identify and recommend qualified candidates to become members of the Board and its committees;
- 2 Review and recommend Board compensation; and
- 3 Recommend a set of corporate governance principles applicable to the Company, which would include Board function, committee structure and a code of business conduct to deal with matters such as ethical conduct of the business and prohibition of conflicts of interest within the Company.

### **B. Members**

The Board will appoint a Committee of at least three members and designate one member as chairperson. Each member of the Committee must meet the independence and experience requirements of relevant law, including rules and regulations of the Securities and Exchange Commission (the "SEC") and the Nasdaq Stock Market.

The members of the Committee shall be appointed by the Board on the recommendation of a majority of the independent directors and may be removed and replaced by the Board in its discretion.

### **C. Authorities and Responsibilities**

Among its specific duties and responsibilities, the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, Nasdaq or other regulatory authority:

- 1 The Committee shall determine the criteria and procedures for selecting potential Board members. The Committee will consider appropriate factors such as, experience with other organizations, skills, diversity, integrity, judgment and independence.
- 2 The Committee shall determine the desirable size of the Board and any of its committees.
- 3 The Committee shall identify potential candidates qualified to serve on the Board, and recommend to the Board the nominations for election as directors at the annual stockholders meetings. In the case of a Board vacancy, the Committee will recommend an individual to fill the vacancy through appointment until the next annual stockholders meeting. The Committee may consider candidates proposed by management, but is not required to nominate them. The Committee has the authority to retain a search firm or consultant to assist in the selection of potential Board members, and to approve the fees for the search.
- 4 The Committee shall identify Board members to sit on the committees of the Board, and recommend that the Board appoint the member to the respective committee. In selection of a member for a committee, the Committee must consider the requirements and qualifications set forth in that committee's charter, along with any other factors the Committee deems necessary.
- 5 The Committee shall evaluate the independence of each Board member on any committee that requires independence.
- 6 The Committee shall review the performance and effectiveness of the entire Board, and evaluate each director individually to recommend for re-election.
- 7 The Committee shall evaluate the effectiveness and the adequacy of the Board committees and their charters, including its own performance and charter. The Committee will report to the Board its findings and give recommendations for any changes to be considered by the Board.
- 8 The Committee shall develop and recommend to the Board corporate governance principles for the Company. The Committee will assess the principles annually and recommend to the Board any changes to the principles it deems appropriate.
- 9 The Committee shall review and make recommendations regarding the compensation paid to non-management directors on an annual basis.
- 10 The Committee shall ensure that the Company makes all appropriate disclosures regarding the process for nominating candidates for election to the Board, including the process for stockholder nominations, the criteria established by the Committee for candidates for nomination
- 11 The Committee shall undertake other activities within the scope of the Committee as the Committee or Board from time to time determines.

### **D. Meetings**

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but not less than quarterly, either in person or telephonically. The Committee may request any officer or employee of the Company or the Company's

outside auditors or outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall maintain minutes or other records of the Committee's meetings.

### **E. Outside Advisors**

The Committee shall have the authority to retain such outside experts or advisors as it determines appropriate to assist in the full performance of its functions.

### **F. Investigations**

The Committee shall have the authority to conduct or authorize investigations into any matters within its scope of responsibilities and shall have the authority to retain outside advisors to assist it in the conduct of any investigation.