

## **21<sup>st</sup> Century Holding Company Nominating Committee Charter**

### **Purpose**

The Nominating Committee is appointed by the Board of Directors to:

- Identify qualified candidates to become board members.
- Select, or recommend to the Board, the director nominees for each annual meeting of shareholders or special meeting of shareholders at which directors are to be elected.

### **Committee Membership**

The Committee will be composed entirely of directors who satisfy the definition of “independent” under the listing standards of The Nasdaq Stock Market (Nasdaq). The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors. The Committee shall designate one member of the Committee as its chairperson. The chairperson shall chair all meetings of the Committee and set the agendas for Committee meetings. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue.

### **Meetings**

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities.

### **Committee Authority and Responsibilities**

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee’s performance will be evaluated within the Self Evaluation that will be performed annually by the Board of Directors.

The Committee, to the extent it deems necessary or appropriate, will:

- Identify and evaluate candidates to serve on the Board, and select, or recommend to the Board, the candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which include:
  - Ensuring that the Board as a whole is diverse and consists of individuals with varied and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as a “financial expert,” as that term is defined by the rules of the SEC), and local or community ties.
  - Minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company’s business and industry, independence of thought and an ability to work collegially.
  - Recommending to the Board any changes to the minimum individual qualifications for nomination to the Board as may be necessary or advisable to address changes in applicable laws, rules and regulations.

- The Committee will also consider the extent to which the candidate would fill a present need on the Board of Directors.
- Adopt, and periodically review and update, procedures for shareholders to submit recommendations for candidates to the Board of Directors.
- Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.

The Committee shall have the resources reasonably necessary and appropriate to discharge its responsibilities, including the authority to select and retain counsel or other experts or consultants, as it deems appropriate.