

CYBEROPTICS, INC.
NOMINATING COMMITTEE
CHARTER

Purpose:

To assist the Board of Directors by identifying individuals qualified to become Board members and to recommend to the Board nominees to fill vacancies in membership of the Board as they occur and, prior to each Annual Meeting of Shareholders, recommend a slate of nominees for election as Directors at such meeting; and

To recommend the Directors to be appointed to each committee of the Board.

Committee Membership:

The Committee shall consist of at least three members, each of whom shall meet the criteria for independence required by the principal exchange or inter-dealer quotation system on which the Corporation's securities are traded, if any. The members and Chairperson of the Committee shall be appointed and may be replaced by the Board of Directors.

Authority and Responsibility:

The Committee shall, to the extent it determines necessary and appropriate:

1. Identify candidates qualified to become Board members, who may be submitted by Directors, officers, employees, shareowners and others.
2. Evaluate potential nominees to be recommended to the Board of Directors.
3. In considering possible candidates for election as a Director, the Committee should be guided by the following principles: (a) each Director should be an individual of the highest character and integrity; (b) each Director should have substantial experience which is of particular relevance to the Corporation; (c) each Director should have sufficient time available to devote to the affairs of the Corporation; and (d) each Director should represent the best interests of all stakeholders.
4. Review periodically the structure, size, composition and operation of the Board of Directors and each committee of the Board.
5. Recommend annually to the Board of Directors the Directors for appointment to committees of the Board.
6. Consider questions and make recommendations to the Board regarding determinations of independence of the members of the Board.

7. Have the sole authority to retain and terminate any search firm to be used to identify Director candidates and have sole authority to approve the search firm's fees and other retention terms. Have authority to obtain advice and assistance from internal or external legal, financial or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

10. Make regular reports to the Board of Directors.