

**CYBEROPTICS CORPORATION
NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Adopted September 2009
Amended February 24, 2017**

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;

To recommend to the Board the Guidelines on Corporate Governance applicable to the Corporation and any changes to those guidelines;

To lead the Board in its annual review of Board performance;

To recommend to the Board of Directors nominees for each committee of the Board; and

To engage in succession planning activities with respect to the Chief Executive Officer and other principal executives of the Corporation.

Committee Membership:

The Committee shall consist of at least three members, each of whom shall meet the criteria for independence required by The Nasdaq Stock Market, Inc. The members of the Committee shall be appointed and may be replaced by the Board of Directors.

Meetings:

The Committee shall meet at least once annually, or more frequently as circumstances dictate. The Committee will be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Authority and Responsibility:

The Committee shall:

1. Seek out candidates qualified to become Board members, who may be submitted by Directors, officers, employees, shareowners and others, for consideration as a potential nominee to be recommended to the Board of Directors.
2. 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 the stockholders as a whole rather than special interest groups.

3. Review periodically the structure, size, composition and operation of the Board of Directors and each committee of the Board.
4. Periodically review matters involving general operation of the Board of Directors and corporate governance for the Corporation, and make recommendations to the Board of Directors as appropriate on such matters.
5. Recommend annually to the Board of Directors the Directors for appointment to committees of the Board.
6. Receive comments from all Directors and report annually to the Board of Directors with an assessment of Board performance. This assessment should be of the Board's contribution as a whole as well as the contribution of each Director.
7. Consider questions and make recommendations to the Board regarding determinations of independence of the members of the Board.
8. Oversee and review on a periodic basis the orientation program for new Directors.
9. Review and reassess the adequacy of the Board's Guidelines on Corporate Governance and recommend any proposed changes to the Board of Directors for approval.
10. Discuss succession planning with respect to the Chief Executive Officer and other principal executives of the Corporation. If the Committee determines it is necessary and appropriate, the Committee shall develop and recommend to the Board of Directors for approval a Chief Executive Officer succession plan (the "Succession Plan"), and review the Succession Plan periodically with the Chief Executive Officer.
11. Have the sole authority to retain and terminate any search firm to be used to identify potential Director and senior executive 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.
12. Make regular reports to the Board of Directors.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.