

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Environmental Tectonics Corporation

The Board of Directors of Environmental Tectonics Corporation (“ETC” or the “Company”) has established a Nominating and Governance Committee (the “Committee”) with authority, responsibilities, and specific duties as described below.

Purpose

The Committee assists ETC’s Board of Directors (the “Board”) in fulfilling the Board’s oversight responsibilities with respect to ETC’s corporate governance matters, including the development of corporate governance principles applicable to ETC, identification and selection of director nominees, oversight of ETC’s policies and practices relating to ethics and compliance issues, and such other duties as directed by the Board.

The Committee shall be provided with such resources as it needs to fulfill its purpose and specific duties set forth below, including outside consultants, as appropriate, and shall have sole authority to retain, terminate, and determine the fees of any search firm to be used to identify director candidates.

Membership

The Committee shall consist of at least three members who at all times shall be members of the Board of Directors, and a majority of such members shall be independent. For purposes hereof, the term “independent” shall mean an “independent director” as defined by Rule 5605(a)(2) under the Rules of the Nasdaq Stock Market (as such definition may be amended from time to time) without reference to any more stringent definition in the Nasdaq Rules relating to members of any committee of the board of directors (e.g., Audit Committee or Compensation Committee).

The members of the Committee shall be appointed by annual resolution of the Board of Directors, and the members of the Committee shall appoint a Chairperson of the Committee.

Meetings

The Committee will meet at least two times per calendar year with additional meetings as it may deem appropriate. ETC’s Chairman of the Board and CEO may participate in Committee meetings on a non-voting basis.

Minutes

Minutes of each meeting will be prepared and approved by the Committee prior to submission to the full Board. Minutes of all meetings shall be maintained in the Corporate Record Book.

Specific Duties

1. When directed by the Board, make recommendations to the Board regarding the size and composition of the Board.
2. Develop, recommend to the Board and periodically review criteria and qualifications for Board membership.
3. Monitor the independence of the independent Board members in accordance with applicable laws and regulations.
4. Make recommendations to the Board with respect to (a) the background and qualifications for candidates for election to the Board; (b) filling Board vacancies which may occur through death, resignation, retirement, removal, or through an increase in the size of the Board; and (c) any nominations or other proposals which may be made by shareholders in accordance with the Company's By-laws.
5. When deemed necessary by the Committee or when directed by the Board (and, if appropriate, in coordination with other Board Committees), consider questions of possible conflicts of interest of Board members and of ETC's Chief Executive Officer and other officers, and make recommendations to the Board if corrective action is required.
6. At least annually, review the Company's directors' and officers' insurance program.
7. In consultation with the Chairman of the Board and Chief Executive Officer, evaluate potential successors to the Chairman of the Board and Chief Executive Officer and other members of executive management and report to the Board as requested on succession planning.
8. At least annually, review and reassess the Committee's charter, and, if appropriate, recommend changes to the Board.
9. Ensure that each Board committee has an appropriate charter.

Approved by the Board of Directors of Environmental Tectonics Corporation on April 23, 2014.