

**NV5 GLOBAL, INC.**

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**As of March 7, 2017**

**I. STATEMENT OF POLICY**

This Charter specifies the scope of the responsibilities of the the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of NV5 Global, Inc., a Delaware corporation (the “*Company*”), and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

The primary responsibilities of the Committee are to (i) identify individuals qualified to become Board members; (ii) select, or recommend to the Board, director nominees for each election of directors; (iii) develop and recommend to the Board criteria for selecting qualified director candidates; (iv) consider committee member qualifications, appointment and removal; (v) recommend corporate governance principles and a code of conduct applicable to the Company; and (vi) provide oversight in the evaluation of the Board and each committee.

**II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of at least three directors, each of whom must be determined by the Board to be “independent” under the rules of The Nasdaq Stock Market, provided that one director who does not meet the independence criteria of Nasdaq may, subject to the approval of the Board, serve on the Committee pursuant to, and subject to the limitation under, the “exceptional and limited circumstances” exception as provided under the rules of Nasdaq.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or until such member’s earlier resignation, removal or death. Any member of the Committee may be removed or replaced by the Board. Unless a chairman is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership. The chairman shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

When the Chairman of the Board is not an independent director, the chairman of the Nominating and Governance Committee shall also serve as the Presiding Director.

The Committee may, from time to time, delegate duties or responsibilities to one or more subcommittees or to one member of the Committee.

**III. MEETINGS**

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities hereunder and, at least once during each fiscal year. The Committee may meet in executive session or with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or consultant.

A majority of the members shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone conference call) shall represent the valid action of the Committee. The Committee may also take action by unanimous written consent without a meeting. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

#### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITY**

To fulfill its responsibilities and duties hereunder, the Committee shall:

##### **A. *Nominating Functions***

1. Determine criteria for selecting new directors, including desired director skills, experience and attributes, and identify and actively seek individuals qualified to become directors, as needed.
2. Evaluate and select, or recommend to the Board, nominees for each election of directors, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.
3. Consider any nominations of director candidates validly made by the Company's stockholders.
4. Review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.

##### **B. *Corporate Governance Functions***

1. Develop, recommend for Board approval, and review on an ongoing basis the adequacy of the corporate governance principles applicable to the Company. Such principles shall include director qualification standards, director responsibilities, committee responsibilities, director orientation and continuing education, management succession and annual performance evaluation of the Board and committees.
2. Present to the Board for adoption a Code of Conduct applicable to all employees and directors, which meets the requirements of Item 406 of the SEC's Regulation S-K, and provide for and review prompt disclosure to the public of any change in, or waiver of, such Code of Conduct. Review such Code of Conduct periodically and recommend such changes to such Code of Conduct as the Committee shall deem appropriate, and adopt procedures for monitoring and enforcing compliance with such Code of Conduct.
3. Review and recommend to the Board changes to the Company's bylaws as needed.

4. Develop orientation materials for new directors and corporate governance-related continuing education for all Board members.
5. Oversee succession planning for executive officers.
6. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

C. *Annual Review*

The Committee shall review on at least an annual basis the scope of responsibilities of the Committee and the Committee's performance of its duties. Any proposed changes to this Charter or the scope of responsibilities of the Committee, where indicated, shall be referred to the Board for appropriate action.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, or other advisors as appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.