

IEC ELECTRONICS CORP.
Nominating and Governance Committee Charter

I. Purpose

The purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of IEC Electronics Corp. (the “Company”) are to: (a) determine the slate of Director nominees for election to the Board by the shareholders and to recommend candidates to fill vacancies on the Board occurring between annual shareholder meetings; and (b) to develop and recommend to the Board corporate governance principles applicable to the Company.

II. Composition and Operations

The Committee shall be comprised of at least three (3) Directors, each of whom shall be "independent" in accordance with the rules and regulations of the applicable stock exchange on which the Company’s securities are traded and the Securities and Exchange Commission. Additionally, no Director may serve on the Committee unless he or she is a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities and Exchange Act of 1934, as amended. The Board shall, in the exercise of its business judgment, determine the “independence” of Directors for this purpose.

The Board shall appoint the Committee members and the Chairperson of the Committee, each of whom will serve at the pleasure of the Board for such term as the Board may decide. Vacancies on the Committee shall be filled by a majority vote of the entire Board.

The Committee shall meet as often as necessary to carry out its duties and responsibilities. The Committee may meet in person or telephonically and may act without a meeting by unanimous written consent of all members. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of the majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee. The Committee shall keep minutes of its proceedings that shall be signed by the person whom the Chairperson designates to act as secretary of the meeting. The minutes shall be available for review by the entire Board and shall be filed as permanent records with the Secretary of the Company. At each meeting of the Board following a meeting of the Committee, the Chairperson of the Committee shall report to the full Board on the matters considered at the last meeting of the Committee.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to retain counsel and other experts

or consultants and to retain, terminate, and approve the fees and other retention terms of any search firm used to identify and evaluate director candidates. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company.

III. Duties and Responsibilities

The principal duties and responsibilities of the Committee (in addition to any others that the Board may from time to time delegate to the Committee) are as follows:

1. To search for, recruit, screen, interview and select individuals qualified to become directors of the Company and to recommend director candidates to the Board to fill vacancies on the Board or stand for election to the Board by the shareholders of the Company. The Committee will consider nominations submitted by the shareholders which are submitted in accordance with the procedures set forth in Article II, Section 9 of the Company's By-Laws;
2. To develop and recommend to the Board director qualification criteria and establish procedures for evaluating the suitability of potential director nominees. Such criteria shall include the possession of such knowledge, experience, skills, expertise, and diversity so as to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of the committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or applicable stock exchange listing standards. The Committee shall also consider the extent to which the candidate would fill a present need on the Board. In its evaluation process, the Committee shall also take into account the following guidelines:
 - a. Candidates shall be individuals of the highest character and integrity;
 - b. Candidates shall be free of conflicts of interest that would interfere with their ability to discharge their duties as a director or would violate any applicable law or regulation; and
 - c. Candidates shall be willing to devote the time necessary to discharge their duties as a director.
3. To ensure that at least two-thirds of the members of the Board are independent directors and that each committee of the Board contains exclusively, or, if appropriate, a majority of members that are independent to the extent required by law, regulation or applicable stock exchange listing standards;
4. To develop and review periodically a set of corporate governance principles to ensure that they are appropriate for the Company and comply with the requirements of any applicable law, regulation or stock exchange listing standards, and to recommend any desirable changes to the Board. In this regard,

the Committee will consider such matters as the size, composition, and structure of the Board, the orientation and training of directors, the retirement age, tenure, and other policies related to the directors' service on the Board, and corporate governance matters generally.

5. To develop a process for, and to oversee, periodically, the evaluation of the effectiveness of the Board as a whole and its committees;
6. To make recommendations regarding, and assist the Board in, succession planning for the CEO, including developing policies for succession in an emergency or retirement of the CEO;
7. To review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for its consideration. This Charter and any provision contained herein may be amended or repealed by the Board. A copy of this Charter will be made available on the Company's website.