

**MOCON, INC.**  
**NOMINATING COMMITTEE CHARTER**

***Organization***

The nominating committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of MOCON, Inc. (the “Company”). This charter shall govern the operations of the Committee.

***Purpose and Authority***

The primary purpose of the Committee is to assist the Board by (i) identifying individuals qualified to become members of the Board, which will include reviewing and considering director nominees submitted by shareholders and (ii) recommending director nominees for each annual meeting of shareholders and director nominees to fill any vacancies that may occur between meetings of the shareholders.

The Committee has the power and authority to engage and determine funding for outside counsel or other experts or advisors as the Committee deems necessary or appropriate to carry out its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for any advisors employed by the Committee as well as for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

***Membership and Structure***

The Committee shall consist of at least two directors. Each member of the Committee shall be an “independent director” within the meaning of the rules and regulations established by the Nasdaq Global Market System. The Board shall be responsible for determining whether a Committee member is an “independent director.” Notwithstanding the foregoing, the Board may decide at any time and in its sole discretion to waive the foregoing qualification with respect to a new member of the Committee for a transitional time period.

Appointment to the Committee, including the designation of the Chair of the Committee, shall be made on an annual basis by the full Board. Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent. The Committee may invite members of management or other advisors to attend meetings and provide pertinent information. When necessary, the Committee shall meet in executive session outside of the presence of any senior executive officer of the Company. The Chair of the Committee shall report on activities of the Committee to the full Board. In fulfilling its responsibilities, the Committee shall have authority to delegate its authority to subcommittees, in each case to the extent permitted by applicable law.

***Duties and Responsibilities***

The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

- Make recommendations regarding the size and composition of the Board.
- Consider and recruit candidates for director nominees based upon recommendations from current outside directors, members of management, outside consultants or search firms, and/or the Company’s shareholders. In that connection, the Committee may adopt as it

deems appropriate policies and procedures with regard to the process for identifying and evaluating nominees for director, the consideration of any director candidates recommended by shareholders, the submission of recommendations by shareholders, any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Company's board of directors and any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess.

- Recommend on an annual basis a slate of director nominees for approval by the Board and the Company's shareholders.
- Review the appropriateness of the committee structure of the Board and recommend to the Board for its approval directors to serve as members of the committees. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- Have sole authority to retain and terminate outside consultants or search firms, including approving their fees and other terms of their engagements, to advise the Committee with respect to the identification and review of candidates for the Board.
- Provide suitable programs for the orientation of new directors and the continuing education of incumbent directors.
- Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to those matters that are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to those recommendations that the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairman of the Committee or any other member of the Committee designated by the Committee to make such report.
- Review, at least annually, the compliance of the Committee with this charter. In addition, the Committee shall review and reassess periodically the adequacy of this charter and recommend to the Board of Directors any improvements to this charter that the Committee considers necessary or valuable. The Committee shall conduct such review in the manner it deems appropriate.

Notwithstanding the foregoing, the Board may at any time and in its sole discretion assume responsibility for any of the foregoing duties and responsibilities, including without limitation in the event that the Board waives one or more of the qualifications of Committee members described above with respect to a new member of the Committee for a transitional time period. In addition, notwithstanding the foregoing, any action of the Committee may be subject to Board review and may be revised, modified or rescinded by the Board.

Approved by the  
Board of Directors of MOCON, Inc.:  
February 14, 2006