

**CHARTER OF THE
NOMINATING & CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
ENGLOBAL CORPORATION**

PURPOSE

The function of the Nominating & Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of ENGlobal Corporation, a Nevada Corporation (the “Company”), is to identify individuals qualified to become Board members and to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders, to oversee the selection and composition of committees of the Board, to oversee management continuity planning processes, to develop and maintain the Company’s corporate governance practices and procedures, and any related matters under federal securities laws.

COMPOSITION

The Committee shall consist of two or more members of the Board, each of whom is determined by the Board to be “independent” in accordance with the rules of the NASDAQ Stock Market and the Securities and Exchange Commission.

APPOINTMENT AND REMOVAL

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

CHAIRPERSON

Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

MEETINGS

The Committee shall meet as frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities.

Each member of the Committee shall have one vote. A quorum of the Committee shall consist of a majority of the Committee’s members. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum of its members is present, or by the unanimous written consent of all of the Committee members.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

- Establish criteria for the selection of new directors to serve on the Board, taking into account at a minimum all applicable laws, rules, regulations and listing standards, a potential candidate's experience, areas of expertise and other factors relative to the overall composition of the Board.
- Identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting.
- Monitor the orientation and continuing education program for directors.
- Review the Board's committee structure and recommend to the Board directors to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and when appropriate, make recommendations regarding the removal of any member of any committee.
- Recommend members of the Board to serve as the Chairman of the committees of the Board.
- Oversee and approve the management continuity planning process. Annually review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
- Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. Based on the results of the annual evaluation, as well as on any other matters the Committee shall deem relevant, the Committee shall make such recommendations to the Board regarding board processes and other items deemed appropriate to improve or ensure the effective functioning of the Board as the Committee shall from time to time deem advisable or appropriate.
- Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
- Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deem appropriate.

ADVISORS

The Committee shall have the authority to retain a search firm to assist in identifying director candidates, and retain outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such search firm or outside legal counsel that it retains, and the Company shall provide appropriate funding and other resources for such search firm or outside counsel.

REPORTS AND PERFORMANCE REVIEW

The Committee shall report its actions and any recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

DISCLOSURE OF CHARTER

This Charter will be made available in accordance with applicable rules and regulations.

Ratified by Resolution of the Board of Directors
June 14, 2018