



**MITEK SYSTEMS, INC.**

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

**Adopted on February 23, 2011**

**Introduction**

The Nominating and Corporate Governance Committee is appointed by the Board of Directors of the Company. This Charter specifies the scope of authority and responsibility of the Committee and amends and restates any previous charter of the Committee. The principal function of the Committee is to (a) identify, evaluate and recommend to the Board qualified candidates for election or appointment to the Board, (b) review, evaluate and recommend changes to the (i) Company's Corporate Governance Guidelines, (ii) Code of Business Conduct and Ethics and (iii) Policy on Insider Trading and (c) monitor and oversee matters of corporate governance, including the evaluation of Board and management performance and the "independence" of directors.

**Composition And Qualifications**

The Committee shall have at least two members at all times, each of whom shall be a member of the Board who is "independent" under the standards set forth in the applicable rules promulgated by the SEC and Nasdaq Marketplace Rules and are free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment.

Members may be required to participate in continuing education to the extent mandated by applicable law, the Company's Corporate Governance Guidelines or the Listing Rules of any stock exchange on which the Company's shares are traded.

The members of the Committee will be appointed by and serve at the discretion of the Board. The Board may remove any member from the Committee at any time with or without cause.

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law or the Listing Rules, will have and may exercise all the powers and authority of the Committee. Each subcommittee will have such name as may be determined by resolution adopted by the Committee. Each subcommittee will keep regular minutes of its meetings and report the

same to the Committee or the Board at its scheduled meetings. Such subcommittee may have a charter, as determined by the Committee.

### **Meetings**

The Committee shall meet as frequently as circumstances dictate, but not less than twice a year. Additional meetings may occur as the Committee or its chair deems advisable. The Board shall name a chairperson of the Committee, who shall prepare and/or approve an agenda in advance of each meeting and shall preside over meetings of the Committee. In the absence of a Board-appointed chairperson at any meeting, the Committee shall select a chairperson for that meeting. A majority of the members of the Committee shall constitute a quorum and the act of a majority of the members present at a meeting where a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent of its members. The Committee shall maintain minutes or other records of its meetings and activities, and will report on its actions and activities at each quarterly meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

Except as otherwise specified herein, the Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Bylaws or Certificate of Incorporation of the Company or any applicable law, rule, regulation or Listing Rule.

The Committee shall, through its chairperson, report regularly to the Board following the meeting of the Committee, addressing such matters as it deems appropriate.

### **Responsibilities, Duties And Powers**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Company. The Committee has sole authority to retain and terminate such outside counsel, search firm (to assist in identifying director candidates), and other experts or consultants as it deems appropriate to assist it in the full performance of its functions. The Committee shall have sole authority to approve such experts' or consultants' fees and retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all reasonable steps necessary to preserve the privileged nature of those communications.

The Committee's specific responsibilities and powers are to:

- Develop and recommend to the Board criteria to be used in screening and evaluating potential candidates or nominees for election or appointment as directors.
- Lead the search for, screen, evaluate and recommend to the Board qualified candidates or nominees for election or appointment as directors, consistent with criteria approved by the Board.
- Establish and oversee a policy for considering shareholder nominees for directors, and develop the procedures that must be followed by stockholders in submitting recommendations.
- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of stockholders, and for appointment to the committees of the Board (including this Committee).
- Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, desire to continue service, conflicts of interest, and other relevant factors in view of criteria approved by the Board.
- Monitor and review any issues regarding the independence of directors or involving potential conflicts of interest, and evaluate any change of status or circumstances with respect to a director and determine the propriety of the director's continued service in light of that change.
- Evaluate all nominees for election as directors (including all persons recommended by stockholders to become nominees for election as directors), taking into account (a) all factors the Committee considers appropriate, which may include career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge, and (b) the following minimum qualifications:
  - Each director nominee must have displayed the highest personal and professional ethics, integrity and values and sound business judgment;
  - Each director must be highly accomplished in his or her respective field, with superior credentials and recognition and broad experience at the administrative and/or policy-making level in business, government, education, technology or public interest;

- Each director must have relevant expertise and experience, and be able to offer advice and guidance to the CEO based on that expertise and experience;
  - Each director must be independent of any particular constituency, be able to represent all of our stockholders and be committed to enhancing long-term stockholder value; and
  - Each director must have sufficient time available to devote to activities of the Board and to enhance his or her knowledge of our business.
- Annually review with the Board the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole.
  - Annually review the composition of each Board committee and present recommendations for committee memberships to the Board as needed.
  - Develop and recommend to the Board (a) Corporate Governance Guidelines for the Company, (b) a Code of Business Conduct and Ethics for the Company and (c) a Policy on Insider Trading, and review and recommend changes to those documents as appropriate.
  - On an annual basis, review with management and assess the Company's and the Board's compliance with the Corporate Governance Guidelines.
  - Establish mechanisms for systematically ensuring that the Company's Code of Business Conduct and Ethics and Policy on Insider Training are carried out, including monitoring, auditing and reporting systems reasonably designed to detect criminal conduct and non-compliance with such policies (and to correct any criminal conduct or non-compliance).
  - Regularly review and recommend changes to this Charter as appropriate.
  - Regularly review and make recommendations about changes to the charters of other Board committees after consultation with the respective committee chairs.
  - Perform an annual evaluation of the Committee's performance, report the results of this evaluation to the Board together with recommendations, and make appropriate changes.
  - Obtain comments from all directors and senior management and report annually to the Board with an assessment of the Board's performance.

- Obtain or perform an annual evaluation of the Board and the Company's management in terms of corporate governance.
- Assist other Board members, including members of the Company's Compensation Committee, in connection with the Board's annual review of the performance of the CEO and other members of management.
- Assist other Board members, including members of the Company's Compensation Committee, when requested by the Board, to nominate and evaluate potential successors to the CEO and to ensure that a CEO succession plan is in place.
- Schedule regular "executive session" meetings of non-management directors. If the group of non-management directors includes any directors who are not independent, at least once per year an executive session comprising only independent directors will be scheduled. Such meetings will occur not less frequently than in connection with regularly scheduled quarterly Board meetings.
- Establish and maintain a director orientation program and a continuing education policy for directors.
- Undertake such additional responsibilities as from time to time may be delegated to it by the Board, required by the Company's Certificate of Incorporation or Bylaws or required by law or Listing Rules.
- Establish and review annually with the Board the procedures for stockholders to send communications to the Board. Such procedures shall address the manner in which stockholders may deliver communications to the Board and the identity of the Board member or person to whom stockholders can send communications. If the Committee determines that communications should be sent initially to a person other than a Board member, the Committee shall establish the process for determining which communications will be relayed to a Board member.

### **Compensation**

Members of the Committee shall receive compensation for their services as defined and approved by the Board of Directors.