

EPIQ SYSTEMS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER¹

Organization

There will be a committee of the Board of Directors (the “Board”) of Epiq Systems, Inc. (the “Corporation”) to be known as the Nominating and Corporate Governance Committee (the “Committee”). The Committee will consist of not less than three directors, all of whom must be “independent” in accordance with the Corporation’s Corporate Governance Guidelines and all relevant rules and regulations of the Securities and Exchange Commission and the relevant listing requirements of the Nasdaq Global Select Market.

Purpose

The purpose of the Committee is to:

- (a) assist the Board in determining the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Corporation and the Board;
- (b) identify qualified individuals meeting those criteria to serve on the Board;
- (c) propose to the Board a slate of nominees for election by the shareholders at the Annual Meeting of Shareholders and prospective director candidates upon the resignation, death, removal or retirement of a director or a change in Board composition requirements;
- (d) review candidates nominated by shareholders for election to the Board;
- (e) develop plans regarding the size and composition of the Board and its committees; and
- (f) perform such other functions as the Board may from time to time assign to the Committee. In performing its duties, the Committee shall seek to maintain an effective working relationship with the Board and the Corporation’s management.

Meeting Requirements

The Committee shall meet as necessary, but at least once each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of the Chairman of the Board, the

¹ Adopted March 30, 2004 and amended and restated on June 2, 2010.

President or any Committee member, preferably in conjunction with regular Board meetings. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Corporation. Any member of the Board shall be provided with copies of such Committee minutes upon request.

The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request. The Chairperson of the Committee shall be responsible for leadership of the Committee, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time (but at least once each year) as requested by the Board. The Chairperson, with the assistance of management, shall also set the agenda for Committee meetings.

Responsibilities

The Committee members, as directors, will exercise their business judgment in a manner they reasonably believe to be in the best interests of the Corporation and its shareholders. Committee members are entitled to rely on the honesty and integrity of the Corporation's executives and its outside advisors and auditors to the fullest extent permitted by law. In carrying out its oversight responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances and conditions so as to ensure the Corporation remains in compliance with applicable legal and regulatory requirements. In addition to such other duties as the Board may from time to time assign, the Committee has the following responsibilities:

A. Board Candidates and Nominees

1. To propose to the Board a slate of nominees for election by the shareholders at the Annual Meeting of Shareholders and prospective director candidates upon the resignation, death, removal or retirement of a director or a change in Board composition requirements;
2. To review and monitor criteria for the selection of new directors and nominees for vacancies on the Board, including procedures for reviewing potential nominees proposed by shareholders;
3. To review with the Board the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Corporation and the Board;
4. To conduct candidate searches, interview prospective candidates and conduct programs to introduce candidates to the Corporation, its management and operations, and confirm the appropriate level of interest of such candidates;
5. To recommend to the Board, with the input of the Chief Executive Officer, qualified candidates for the Board who bring the background, knowledge,

experience, skill sets and expertise that would strengthen and increase the diversity and other attributes of the Board; and

6. To conduct appropriate inquiries into the background and qualifications of potential nominees.

Notwithstanding the provisions set forth in this Policy, if the Corporation is legally required by contract or otherwise to provide third parties with the ability to nominate directors (*e.g.*, preferred stock rights to elect directors upon a dividend default, shareholder agreements, acquisition agreements or management agreements), the selection and nomination of such directors need not be subject to the Committee's nominating and review process.

B. Board and Committees

1. To review periodically the size of the Board and recommend to the Board changes as appropriate;
2. To recommend to the Board policies pertaining to the roles, responsibilities, retirement age, tenure and removal of directors;
3. To assist the Board in determining and monitoring whether or not each director and prospective director is an "independent director" within the meaning of any rules, regulations, policies and laws applicable to the Corporation;
4. To review and consider, with Corporation counsel and with the Audit Committee where appropriate, possible conflicts of interests that may arise between the Corporation and any director that may impair a director's independence;
5. To make recommendations to the Board with respect to Board committee membership assignments and changes, as appropriate, in the number, responsibilities, membership and chairpersons of the committees, taking into account the corporate needs, individual attributes, service rotation and other relevant factors; and
6. To recommend that the Board establish such special committees as may be necessary or appropriate to address ethical, legal or other matters that may arise.
7. To review annually and update as appropriate the Corporation's Code of Business Conduct and Ethics.

C. Evaluation of Director Candidates

The Committee shall evaluate potential director candidates, including those recommended by shareholders of the Corporation, according to the following non-exclusive criteria:

1. High personal and professional ethics, integrity, practical wisdom and mature judgment;
2. Board training and experience in business, government, education or technology;
3. Expertise that is useful to the Corporation and complementary to the background and experience of other Board members;
4. Willingness to devote the required amount of time to carrying out the duties and responsibilities of Board membership including whether the candidates serve on the boards or committees of any other for-profit companies;
5. Commitment to serve on the Board over a period of several years to develop knowledge about the Corporation and its operations;
6. Willingness to represent the best interests of all shareholders and objectively appraise management's performance; and
7. Board diversity and other relevant factors as the Board may determine.

Miscellaneous

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as described herein, and may retain, at the expense of the Corporation, independent counsel or other consultants necessary to assist the Committee in any such investigations or studies, if authorized by the Board. The Committee has the authority to retain and terminate any search firm to be used to identify director candidates, including the authority to negotiate and approve the fees and retention terms of such search firm.

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.
