

ENOVA SYSTEMS, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Board of Directors (the “Board”) of Enova Systems, Inc. (the “Company”) has established a Nominating and Governance Committee (the “Committee”) governed by this charter (the “Charter”). The primary purpose of the Committee is to assist the Board in identifying individuals qualified to become Board members and to recommend to the Board individuals to be nominees for election at the annual meetings of shareholders or to be appointed to fill vacancies. The general purpose of the Committee is to review, evaluate, and recommend corporate governance provisions applicable to the Board and the Company.

II. Composition

The Committee shall consist of at least two members. Each member of the Committee shall be independent and qualified under standards established by applicable law and the listing standards of the American Stock Exchange or its successor.

Committee members shall be appointed by the Board. The members of the Committee may be removed and replaced by a majority vote of the Board.

The Committee shall elect one member of the Committee as chairperson. He or she shall be responsible for leadership of the Committee, including overseeing the Committee agenda, presiding over Committee meetings, and reporting to the Board on behalf of the Committee.

III. Meetings

The Committee shall meet at least once annually to carry out its responsibilities. The chairperson shall distribute an agenda a reasonable time in advance of any meeting. In addition to attending in person, members of the Committee may participate by telephone, video conference, or any other similar means through which all members may communicate simultaneously.

A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee, and the Secretary of the Company. The chairperson shall report to the Board from time to time, or whenever so requested by the Board.

IV. Authority, Responsibilities, and Duties

A. Board Composition. The Committee shall have the authority, responsibility, and duty to:

1. Review, at least annually, the structure of the Board to assure that the proper skills and experience are represented on the Board.
2. Recommend to the full Board (a) candidates to fill vacancies on the Board as they occur, and (b) prior to each annual meeting of shareholders, a slate of nominees for election or reelection as directors by the shareholders at the annual meeting. However, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate or appoint directors, the recommendation, selection, or nomination of those directors is not subject to approval by this Committee.
3. Determine the criteria, objectives, and procedures for selecting Board members. The Committee shall consider factors such as independence, diversity, age, integrity, skills, expertise, breadth of experience, knowledge about the Company's business or industry, and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees.
4. Review potential candidates for the Board suggested to it and report to the Board regarding results of such review.
5. Seek out and evaluate candidates to serve as Board members, and consider candidates submitted by shareholders of the Company in accordance with the notice provisions and procedures set forth in the bylaws of the Company.
6. Periodically make recommendations to the Board with respect to the size of the Board.
7. Recommend to the Board the membership of the committees of the Board, other than this Committee.
8. Develop and implement continuing education programs for all directors, including orientation and training programs for new directors.

B. SEC Disclosure. The Committee shall review the Company's annual proxy statement filed with the U.S. Securities and Exchange Commission to ensure the disclosure accurately summarizes the standards the Committee follows as to selection of nominees and consideration of shareholder nominees.

C. Corporate Governance. The Committee shall make recommendations to the Board regarding corporate governance matters and practices, including formulating and periodically reviewing Code of Ethics applicable to the Company's directors, officer, and employees. The Committee may develop a set of corporate governance principles applicable to the Company to

be adopted by the Board, and periodically review and assess these principles and their application and recommend any changes deemed appropriate to the Board for its consideration. When applicable, the Committee will review and make recommendations to the Board regarding proposals submitted by shareholders that relate to corporate governance matters.

D. Independence. The Committee shall make recommendations to the Board regarding whether each director and each prospective director of the Company qualifies as an “independent director” for purposes of the listing standards of the American Stock Exchange or its successor. The Committee may survey any and all of the directors and prospective directors to determine any matter or circumstance that would cause the person not to qualify as independent.

E. Access. The Committee shall have the power to require the attendance of Company officers at meetings of the Committee as appropriate and, shall have unrestricted access to Company officers, employees, and information it considers relevant to its responsibilities under this Charter.

F. Resources. The Company will provide the Committee with the necessary resources for payment of any parties it engages to assist it in the discharge of its responsibilities or the administrative expenses incurred in carrying out its duties. In addition, the Committee shall have the power to select, engage, terminate, and approve the fees and other terms and conditions of the engagement of special or independent experts and other advisors as it deems necessary to carry out its duties.

G. Other. The Committee also shall perform such other functions as may be assigned by law, the Company’s certificate of incorporation or bylaws, stock exchange upon which the Company lists its shares of common stock for trading, or otherwise properly assigned by the Board.

V. Evaluation

The Committee shall evaluate its performance periodically. The results of an evaluation shall be presented to the Board at its next meeting.

VI. Review

The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board. This Charter may be amended only by the Board.