

**Mastech Holdings, Inc.****Nominating and Corporate Governance Committee Charter****I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Mastech Holdings, Inc. (the “Company”) shall be to (1) oversee, review, and make periodic recommendations concerning the Company’s corporate governance policies, (2) identify, evaluate, and recommend qualified candidates for election to the Company’s Board; (3) make recommendations concerning Board Committee membership; and (4) conduct an annual evaluation of the effectiveness of the Board and its core Committees.

**II. Membership**

The membership of this Committee shall consist of not less than three (3) directors, all of whom shall meet the independence requirements of the NYSE Amex and the Securities Exchange Act of 1934, as amended. Each Committee member shall be annually appointed by the Board. Unless a Chairman of the Committee is elected by the full Board, the members of this Committee may designate a Chairman by majority vote of the full Committee membership. Committee members may be removed by the Board at any time.

**III. Operations**

This Committee shall meet at least two (2) times annually, with the authority to convene additional meetings as circumstances dictate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The agenda of each Committee meeting shall be established by the Chairperson with the assistance of appropriate members of management. Each Committee member is free to suggest the inclusion of items on the agenda. Approval by a majority of the members present at a meeting which a quorum is present shall decide business brought before the Committee. Voting or approval of matters may occur either in person or via teleconference, facsimile, or electronic mail. Also, the Committee may act by unanimous written consent without a meeting. Minutes shall be kept of each Committee meeting.

At each meeting of the Board following a meeting of the Committee, the Chairperson of the Committee shall report to the full Board on the matters considered at the last Committee meeting.

#### **IV. Duties and Responsibilities of the Committee**

The Committee shall have the following duties and responsibilities, in addition to any matters which may be referred to the Committee from time to time by the full Board, or which the Committee raises on its own initiative:

##### Recommend Nominees for Election as Directors:

The Committee shall recommend to the Board nominees for the next annual meeting of shareholders and persons to fill vacancies in the Board that occur between the meetings of shareholders. In carrying out this responsibility, the Committee shall:

- (a) Establish qualifications, desired backgrounds, and selection criteria for members of the Board in accordance with relevant law and NYSE Amex rules.
- (b) Consider and evaluate candidates submitted to the Board by Shareholders of the Company in accordance with the procedures set forth in the Company's Bylaws.
- (c) Have sole authority to retain and terminate any search firms used to identify director candidates and shall have the authority to approve such search firm's fees and other retention terms.
- (d) Have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors.

In accordance with (a) above, the Committee has established the following criteria for Board membership. The Committee will consider such factors as independence, integrity, diversity, skills, expertise, breadth of experience, knowledge of Company's business and/or industry, sound business judgment and a willingness to commit sufficient time and effort to the Board in order to collectively provide meaningful guidance to management.

##### Recommend Appointments to Board Committees:

The Committee shall annually evaluate and make recommendations to the full Board concerning Committee membership. The Committee shall consider the desired qualifications for membership on each Committee, the availability of the Director to meet the time commitment required for membership on the particular committee, and the extent to which there should be a policy of periodic rotation of Committee members.

##### Monitor and Evaluate Corporate Governance and Committee Charter:

The Committee shall annually review the Governance Guidelines of the Company (the "Guidelines") for the purposes of:

- (a) Determining whether the Guidelines are being effectively adhered to and implemented.

- (b) Ensuring that the Guidelines are appropriate for the Company and comply with applicable laws, regulations, and listing standards.
- (c) Recommending any desirable changes in the Guidelines to the Board.

The Committee shall keep informed as to current requirements and trends in corporate governance and shall consider other corporate governance issues that may arise from time to time, and develop appropriate recommendations to the Board.

The Committee shall review and reassess the adequacy of this Charter annually and recommend proposed changes to the Board for approval.

Annual Evaluation of the Board and Board Committees:

The Committee shall annually conduct an evaluation of the effectiveness of the Board and its core Committees. As part of this process the Committee will solicit comment from all Directors, the CEO, and any other officers or advisors that it deems appropriate. This performance assessment will be discussed with the full Board on an annual basis along with recommendations for improvements.