

**COHESANT INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
CHARTER**

Status

The Corporate Governance and Nominating Committee (the “Committee”) is a committee of the Board of Directors.

Membership

The Committee shall consist of directors of all who in the judgment of the Board of Directors shall be independent in accordance with applicable market listing standards and SEC Rules.

Responsibilities

The Committee is responsible for considering and making recommendations to the Board concerning the appropriate size, functions and needs of the Board. The Committee also has the authority, as necessary and appropriate, to consult with outside advisors to assist in their duties to the Company. This responsibility includes:

- Developing and recommending to the Board the criteria for Board membership; candidates are selected for, among other things, their integrity, independence, diversity of experience, leadership; the ability to exercise sound judgment and knowledge of the technology or manufacturing procedures relevant to one or more of the Company’s businesses.
- Considering, recommending and recruiting candidates to fill new positions on the Board;
- Reviewing candidates recommended by stockholders;
- Conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates; and
- Recommending the Director nominees for approval by the Board and the stockholders.

The Committee’s additional functions are:

- To consider questions of possible conflicts of interest of Board members and of our senior executives;
- To monitor and recommend the functions of the Board and the committees of the Board;
- To recommend members of the committees;

- To advise on changes in Board compensation;
- To consider matters of corporate governance;
- To review the outside activities of senior executives;
- To review periodically with the Chairman and Chief Executive Officer the succession plans relating to positions held by elected corporate officers, and to make recommendations to the Board with respect to the selection of individuals to occupy these positions;

Stockholders' Director Nominees

If a stockholder wishes to submit a candidate for consideration, the nomination must contain the following information about the nominee:

- Name;
- Age;
- Business and residence addresses;
- Principal occupation or employment;
- The number of shares of common stock beneficially owned by the nominee;
- The information that would be required under the rules of the SEC in a Proxy Statement soliciting proxies for the election of such nominee as a Director; and
- A signed consent of the nominee to serve as a Director of the Company, if elected.

A stockholder desiring to submit a candidate for consideration as a director should submit the nomination by December 31st preceding the annual meeting of stockholders.