

Charter of the Nominating Committee of National Technical Systems, Inc.

Purpose

The purpose of the Nominating Committee (the “Committee”) of National Technical Systems, Inc. (the “Company”) is to help to ensure that the Board of Directors (the “Board”) is appropriately constituted to meet its fiduciary obligations to shareholders and the Company, and to provide the type of oversight calculated to achieve the best results for the Company and its shareholders.

Committee Membership and Organization

The Committee shall be comprised of no fewer than three members. It may or may not be combined with another committee (e.g., the Governance Committee) provided the conditions for eligibility stated herein are met. Each member of the Committee shall be “independent” as defined by the rules of the National Association of Securities Dealers (“NASD”) and the Securities and Exchange Commission (“SEC”). In addition, each member shall be a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and shall satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. Each member shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment. The members of the Committee shall be appointed and replaced by the Board. The Board shall appoint one of the members as Chair.

Committee Responsibilities and Authority Over Nomination of Directors

To carry out its purposes expressed in Paragraph 1 above, the Committee shall have the following responsibilities and authority. Delegation by the Board of responsibilities to the Committee shall not preclude the Board from taking any action permitted to be taken under governing law, rules or regulations applicable to the Company, provided that the Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms.

A. *Fundamental Role.* The members of the Committee are authorized and directed to perform the following duties on behalf of the Board:

1. Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
2. Recommend the director nominees to be selected by the Board for the next annual meeting of shareholders.

B. *Specific Duties and Responsibilities.* The Committee shall have the following specific duties and responsibilities with respect to the composition of the Board:

1. Determine the desired qualifications, expertise and characteristics for potential directors and conduct searches for director candidates that have corresponding attributes. Evaluate, propose and approve nominees for election to the Board, and consider and evaluate shareholder nominees for election to the Board.
2. As necessary, obtain advice, assistance, reports or opinions from internal or external legal, accounting or other advisors, including director search firms.

Administration of the Committee

1. The Committee will meet at least once annually and will also meet, as required, in response to the needs of the Board and as necessary to fulfill its responsibilities.
2. The Committee may form and delegate authority to subcommittees, or to committee members, when appropriate, or defer authority to all “independent” directors of the Board who meet the eligibility requirements for Committee membership stated above.
3. The Committee will review and re-examine this Charter at least annually and make recommendations to the Board with respect to any proposed changes.
4. The Committee will annually report to the full Board regarding its own performance against the responsibilities outlined in this Charter and as otherwise established by the Board.
5. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.