

IGO, INC.
CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER

The Board of Directors (the “Board”) of iGo, Inc. (“Company” or “iGo”) is committed to establishing and maintaining corporate governance practices designed to aid the long-term success of the Company and effectively enhance and protect stockholder value. Central to effective corporate governance at iGo is the Corporate Governance and Nominating Committee (the “Committee”).

Purpose

The purpose of this Committee is to assist the Board in identifying qualified individuals to become members of the Board, in determining the composition of the Board and its committees, in monitoring a process to assess Board effectiveness and in developing and implementing the Company’s corporate governance policies and practices.

Membership

The Committee shall be comprised of no less than two members of the Board, each of whom shall meet the independence requirements of the Nasdaq Marketplace Rules. Committee membership may include the chairmen of other standing Board Committees. The members of the Committee will be elected by the Board who will also designate the Chairman. Members of the Committee may be replaced at the discretion of the Board.

The Committee has the sole authority to retain independent counsel, search firms, and other advisors at the expense of the Company and to approve the fees and other retention terms of such advisors.

The Committee may form and delegate authority to subcommittees when appropriate.

Meetings

The Committee will meet at least two times annually, and at other times as necessary.

Responsibilities

In carrying out its responsibilities, the Committee believes that its policies and procedures should remain flexible in order to react to changing conditions and to ensure the effective oversight of the Company’s policies relating to Board membership, corporate governance, and employees. In addition to any responsibilities assigned to the

Committee from time to time by the Board, the following is a summary of the Committee's primary responsibilities:

Directors

- Establish criteria for Board membership and identify, interview and recommend candidates for membership to the Board. The Committee will evaluate the background and qualifications of each director nominee, including those nominated by the Company's stockholders.
- Recommend appropriate Board committee structures and membership. The Committee has determined that the Audit, Compensation, and Corporate Governance and Nominating Committees are essential to effective governance. The Committee is committed to ensuring the independence of these committees. Committee independence is evaluated in light of the Nasdaq Marketplace Rules.
- Oversee formal evaluation of the Board on an annual basis.
- Monitor and protect the Board's independence.
- Promote the quality of directors through continuing education experiences.
- Periodically evaluate and make recommendations to the Board regarding the circumstances under which a director is required to submit a resignation to the Board.

General

- Review and reassess the effectiveness of the Board's corporate governance policies and practices and the Corporate Governance Guidelines at least annually and recommend any proposed changes to the Board. The Committee will make recommendations on revisions to these policies and practices as appropriate. Included among these responsibilities is keeping the Board apprised of impending corporate governance policies and practices and "best practices."
- Oversee and review the adequacy and processes for providing information to the Board.
- Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

- Retain the services of external search firms or other experts, at the Company's expense, as the Committee deems necessary and appropriate to perform its duties.
- Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- Perform any other activities consistent with this Charter that the Committee or the Board deems necessary or appropriate.

As adopted, effective March 11, 2004