

PROTO LABS, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee is appointed by the Board of Directors (the “Board”) of Proto Labs, Inc. (the “Company”) to assist the Board in:

- identifying qualified individuals to become Board members, consistent with criteria approved by the Board;
- selecting director nominees for the next annual meeting of shareholders;
- determining the composition of the Board and its committees;
- evaluating and enhancing the effectiveness of the Board, individual directors and officers;
- developing and implementing the Company’s Corporate Governance Guidelines; and
- ensuring that succession planning takes place for critical senior management positions.

Membership

The Committee shall consist of three or more directors. The members of the Committee shall be appointed and may be removed by the Board. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange (as may be modified or supplemented), federal securities laws and the rules and regulations of the Securities and Exchange Commission (“SEC”), and any other applicable laws or regulations (subject in each case to any permitted phase-in of such requirements following the Company’s IPO).

Authority

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to retain any search firm to assist in identifying director candidates, and any independent counsel or other advisors as the Committee may deem appropriate. The Committee shall have the sole authority to approve related fees and retention terms.

The Committee may form and delegate authority to subcommittees consisting of one or more members when deemed appropriate by the Committee.

Meetings and Communications

The Committee shall meet as often as it determines necessary, but no less than annually. A majority of the members shall constitute a quorum. The chairperson of the Committee shall be appointed by the Board. The Committee shall regularly report its actions and recommendations to the Board.

Responsibilities

To fulfill its role, the Committee will have the following responsibilities:

Composition of the Board and Committees

1. Annually, and as needed, consider and recommend to the Board the size and composition of the Board.
2. Evaluate, based on criteria in the Corporate Governance Guidelines and the charters of the respective Board committees, and on the Committee's assessment of the needs of the Board and its committees, possible nominees (including those recommended by shareholders in accordance with the Corporate Governance Guidelines) for election as directors, conduct appropriate inquiries into the background and qualifications of possible nominees, and recommend to the Board suitable nominees for election either annually by shareholders or, in the event of a vacancy, by the Board.
3. Consider and establish procedures for identifying and recruiting potential director nominees who meet criteria for Board membership, including utilizing the resources of board leadership and board membership associations and the Committee's network of contacts, and engaging professional search firms as appropriate.
4. Annually review the Board committee structure and the composition of the standing committees, and recommend to the Board for its approval directors to serve as members of the standing committees of the Board. Recommend additional committee members to fill vacancies as needed.

Evaluation of the Board, Directors and Officers

1. Develop and oversee an annual self-evaluation process of the Board and its performance.
2. Periodically evaluate the participation and contribution of each director.
3. Oversee the evaluation process of the officers and their performance.

Governance Effectiveness

1. Periodically review and recommend to the Board any modifications of the Corporate Governance Guidelines, and oversee the implementation of the Corporate Governance Guidelines.
2. Periodically assess the adequacy of this charter and recommend any proposed changes to the Board for its approval.
3. Oversee the process for providing an orientation to the Company for new directors, and for periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties.

4. Recommend an annual calendar of meetings for the Board.
5. Annually evaluate and report to the Board on the performance of the Committee.

Succession Planning

1. Recommend to the Board succession plans for the Chief Executive Officer (“CEO”) and other critical, senior management positions, and review such plans periodically with the CEO.
2. Recommend to the Board the selection, re-election or, if necessary, the replacement of the CEO.

Other Matters

1. Provide advice and counsel to the CEO on shareholder relations and other matters as requested.
2. Evaluate, oversee preparation and recommend to the Board proxy statement responses to shareholder proposals.

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