

COURIER CORPORATION

Nominating and Corporate Governance

Committee Charter

I. General Statement of Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the “Nominating Committee”) of Courier Corporation (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for identifying individuals qualified to become Board members and recommending to the Board director nominees for election, including nominees to be elected or reelected as directors at each annual meeting of shareholders. The Nominating Committee is also authorized to develop and recommend to the Board, at such time or times as the Board deems appropriate or necessary, a set of corporate governance guidelines applicable to the Company and, to the extent such guidelines are established by the Board, to periodically review and monitor performance against such guidelines and to recommend any changes thereto.

II. Nominating Committee Composition

The number of Directors serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, all of whom shall meet the independence requirements set forth in Rule 4350 of the Marketplace Rules of the National Association of Securities Dealers, Inc. (“Rule 4350”) applicable to directors serving on nominating committees (with such exceptions therefrom as Rule 4350 may from time to time permit).

The members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. The Board may fill vacancies occurring, for whatever reason. The Board shall designate one member of the Nominating Committee to serve as Chair of the Nominating Committee.

III. Meetings

The Nominating Committee generally is to meet at least once per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Nominating Committee. Meetings of the Nominating Committee may be called by the Chair or by any two members of the Nominating Committee upon two days’ notice to the other members. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Nominating

Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating Committee may act by unanimous written consent.

IV. General Activities

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

V. Nominating Committee Activities

The Nominating Committee's responsibilities shall include:

A. Review of Structure of Board and its Committees

- Review periodically the structure of the Board and its committees, including membership size, frequency of meetings, director composition, division of directors into classes, succession, retirement and rotation policies, and function of the Board and its committees, and make recommendations to the Board with respect to changes thereto.

B. Selection of Directors

- Recommend to the Board criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee, and a description of any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria. The current criteria for Board membership are attached to this Charter as Exhibit A.
- Establish a policy with regard to the consideration of director candidates recommended by security holders. The current policy is that the Nominating Committee will review and evaluate the qualifications of any director candidates who have been recommended by security holders in compliance with the procedures established from time to time by the Nominating Committee and set forth in this Charter, and conduct inquiries it deems appropriate. The Nominating Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Nominating Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
- Establish procedures to be followed by security holders in submitting recommendations for director candidates to the Nominating Committee.

The current procedures to be followed by security holders are set forth below:

1. All security holder recommendations for director candidates must be submitted to the Secretary of the Company at the Company's principal office, who will forward all recommendations to the Nominating Committee.
2. All security holder recommendations for director candidates must be received by the Company at its principal executive offices (15 Wellman Avenue, North Chelmsford, MA 01863 - Attn: Secretary/Clerk) not less than 120 calendar days prior to the first anniversary of the date of the Company's proxy statement which was released to shareholders in connection with the previous year's annual meeting.
3. All security holder recommendations for director candidates must include the following information:
 - a. The name and address of record of the security holder and all other information required by the Company's by-laws at the time such recommendation is made.
 - b. A representation that the security holder is a record holder of the Company's securities, or if the security holder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
 - c. The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
 - d. A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
 - e. A description of all arrangements or understandings between the security holder and the proposed director candidate.
 - f. The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of shareholders and (ii) to serve as a director if elected at such annual meeting.

- g. Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by security holders. The current process for identifying and evaluating nominees for the Board is as follows:
 1. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, stockholders, third-party search firms, or any other source it deems appropriate.
 2. The Nominating Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
 3. The Nominating Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
 4. The Nominating Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Nominating Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
 5. In identifying and evaluating proposed director candidates, the Nominating Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.
- Consider director recommendations in light of the independence requirements set forth in Rule 4350 and other relevant provisions.
- Identify candidates qualified to become members of the Board, including candidates being considered in connection with proposed acquisitions, screen and recruit such candidates with the participation of the Chair of the Board, and recommend to the Board such candidates for election as

directors by the Board or the shareholders at the next annual meeting of shareholders, as appropriate.

- Make recommendations to the Board with respect to whether or not existing directors upon expiration of their terms should be nominated by the Board for re-election by the shareholders at their annual meeting.
- In the event that the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election or reelection as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee.
- Recommend the directors to be appointed by the Board for appointment to committees of the Board.
- Periodically review procedures for considering shareholder nominations to the Board.

C. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

VI. Corporate Governance Matters

- In the event the Board requests or applicable rules and regulations require, the Nominating Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.
- The Nominating Committee shall periodically review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

VII. General

- The Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the

Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.

- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.
- In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities.
- Notwithstanding anything contained in this Charter to the contrary, nothing contained in this Charter shall be construed to limit or modify the right of shareholders to nominate persons for election to the Board as provided in Article III of the Company's By-laws.
- The Secretary of the Company will make and retain minutes of all meetings of the Nominating Committee.
- The Nominating Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED BY THE BOARD OF DIRECTORS: *September 23, 2004 and amended
on September 23, 2008*

EXHIBIT A

Board Membership Criteria

The Nominating Committee believes that it is in the best interests of the Company and its shareholders to obtain highly qualified individuals to serve on the Board.

At a minimum, the Nominating Committee must be satisfied that each Nominating Committee-recommended nominee meets the following minimum qualifications:

- The nominee shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders.

In addition to the minimum qualifications for each nominee set forth above, the Nominating Committee shall recommend that the Board select persons for nomination to help ensure that:

- A majority of the Board shall be “independent” in accordance with the standards established pursuant to Rule 4200(a)(15) of the Marketplace Rules of the National Association of Securities Dealers, Inc.
- Each of the Company’s Audit, Compensation and Nominating Committees shall be comprised entirely of independent directors.
- At least one member of the Audit Committee shall have such experience, education and other qualifications necessary to qualify as an “audit committee financial expert” as defined by the rules of the Securities and Exchange Commission.

Finally, in addition to any other standards the Nominating Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Nominating Committee may consider the following factors when recommending that the Board select persons for nomination:

- Whether the nominee has direct experience in the printing or publishing industry or in the markets in which the Company operates.
- Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience.