

Effective Date: April 10, 2008

**CHARTER FOR
THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF
BELL MICROPRODUCTS INC.**

PURPOSE:

The Corporate Governance and Nominating Committee (the “Committee”) shall be responsible for matters relating to corporate governance and the organization and membership of the Board of Directors (the “Board”) of Bell Microproducts Inc. (the “Company”) and its committees.

MEMBERSHIP:

The Committee will consist of at least two independent directors, in accordance with the rules of the National Association of Securities Dealers, Inc. (“NASD”) and the Securities and Exchange Commission.

Appointment to the Committee, including the designation of the Chair of the Committee, shall be made on an annual basis by the full Board. Each Committee member may be removed by the Board at any time.

RESPONSIBILITIES:

To fulfill its responsibilities and duties, the Committee shall:

1. Periodically review the Company’s corporate governance principles and recommend to the Board modifications as appropriate.
2. Identify and review candidates for the Board and recommend to the Board candidates for the election of the Board.
3. Evaluate the performance of Board members eligible for reelection, addressing performance issues as needed, and recommend the reelection of Board members who are performing effectively and continue to provide a competency needed on the Board.
4. Make recommendations to the Board regarding the size and composition of the Board.

5. Review from time to time the appropriate skills and characteristics required of Board members, including such factors as business experience, diversity and skills in technology, international business, finance, marketing and other relevant experience.

6. Oversee the organization, membership and evaluation of Board committees and committee members.

7. Annually review the Committee Charter for adequacy and recommend any changes to the Board.

8. Have full access to the Company's executive officers as necessary to carry out its responsibilities.

MEETINGS:

The Committee will establish its own schedule, which it will provide to the Board in advance. At all Committee meetings a majority of the total number of members shall constitute a quorum. A majority of the members of the Committee shall be empowered to act on behalf of the Committee. Minutes shall be kept of each meeting of the Committee.

AUTHORITY:

The Committee shall have the sole authority to retain, at the Company's expense, any personnel search consultants to be used by the Committee to assist the Committee in identifying qualified Board candidates, and shall have the sole authority to approve the consultant's fees and other retention terms.

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.