

## **COSI, INC.**

### **NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Status**

There shall be a committee of the Board of Directors of Cosi, Inc. (the “Corporation”) to be known as the Nominating/Corporate Governance Committee (the “Committee”). The Committee shall be governed by this Charter.

#### **Membership**

The Committee shall consist of at least two members of the Board of Directors (the “Board”). Each member shall be independent in accordance with the requirements of the National Association of Security Dealers (“NASD”), subject to any NASD exceptions.

Members of the Committee shall be appointed by the Board of Directors and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided any such subcommittee is composed entirely of independent directors as defined under the listing standards of the NASD.

#### **Meetings**

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities. The Committee may meet in person or telephonically and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board regarding corporate governance matters and the activities of the Committee.

#### **Purpose and Responsibilities**

The Committee is responsible for considering and making recommendations to the Board of Directors concerning the appropriate size, functions and needs of the Board of Directors. These responsibilities include:

- Establish the criteria and qualifications for membership on the Board and ensure the disclosure of such criteria and qualifications in the Corporation’s proxy statement.
- Identify and recruit individuals qualified to become Board members.
- Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible Board candidates.

- Evaluate the suitability of potential nominees, taking into consideration the criteria and qualifications established by the Committee in the Board of Director Candidate Guidelines.
- Recommend the director nominees for approval by the Board.
- Review the direct and indirect relationships of members of the Board with the Company or its management and assist the Board with its determination of the independence of its members.
- Establish a policy regarding the consideration of any director candidates nominated by stockholders, including the procedures that stockholders will need to follow to submit their recommendations and whether nominees recommended by stockholders will be evaluated differently. This policy must be disclosed in the Corporation's proxy statement.
- Review the candidates recommended by the stockholders.
- Prepare a report each year concerning its compliance with this charter for inclusion in the Corporation's proxy statement.

The Committee's additional functions are:

- to consider questions of possible conflicts of interest of Board members and of the Company's senior executives;
- to monitor and recommend the functions of the various committees of the Board;
- to oversee the evaluation of the Board and its committees;
- to recommend members of the various committees of the Board;
- to advise on changes in Board compensation;
- to make recommendations on the structure of Board meetings;
- to recommend matters for consideration by the Board;
- to consider matters of corporate governance and to develop and recommend to the Board a set of Corporate Governance Principles applicable to the Company, and review and assess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate;
- to review and recommend to the Board retirement and other tenure policies for directors;
- to review the functions of the Company's senior executives and to make recommendations on changes;

- to review the outside activities of the Board and the Company's senior executives and such persons' membership on outside boards of directors;
- to review periodically with the Chairman and the Chief Executive Officer of the Company the succession plans relating to positions held by elected corporate officers and other senior executives, and to approve the selection of individuals to occupy these positions; and
- to perform any other activities consistent with this Charter, the Company's by-laws and governing law as the Committee or the Board deems appropriate.

### **Nominations by Stockholders**

Director candidates may be recommended to the Committee by stockholders who meet the minimum eligibility requirements specified in Rule 14a-8 of the Securities and Exchange Act of 1934, as amended. Stockholders who wish to recommend candidates to the Committee must submit such recommendations within the timeframe established in Rule 14a-8 for submitting a stockholder proposal and must include: (i) evidence in accordance with Rule 14a-8 of compliance with the stockholder eligibility requirements; (ii) the written consent of the candidate(s) for nomination as a director; (iii) a resume or other written statement of the qualifications of the candidate(s) for nomination as a director and (iv) all information regarding the candidate(s) and the security holder that would be required to be disclosed in a proxy statement filed with the SEC if the candidate(s) were nominated for election to the Board. The Committee will consider nominating stockholder-recommended candidates who satisfy the criteria established in the Board of Director Candidate Guidelines.

### **Performance Evaluation**

The Committee shall conduct an annual performance evaluation of itself.

### **Committee Resources**

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting, financial or other advisors. 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 such search firm's fees and other terms of retention. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee.

### **Committee Charter Review**

The Committee shall review at least annually the adequacy of this Charter and recommend any changes to the Board for approval.