

**Tuesday Morning Corporation  
Nominating and Governance Committee  
Charter**

**Purpose**

The primary purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Tuesday Morning Corporation (the “Company”) is to:

- Oversee the Company's corporate governance practices and procedures;
- periodically review and assess the Company’s corporate governance guidelines and make recommendations to the Board for changes as deemed necessary or appropriate;
- oversee the self-evaluation of the Board and its several committees;
- provide oversight as to the identification, selection, and qualification of candidates for the Board; and
- evaluate and recommend to the Board candidates for election or reelection as directors.

**Composition and Meetings**

- The Committee shall be comprised of not less than three members of the Board. The Board appoints Committee members and may appoint a Committee Chairman from those members. If a Chairman is not designated by the Board or is not present at a particular meeting, the members of the Committee may designate a Chairman by majority vote of the Committee membership in attendance.
- Each member of the Committee shall be an “independent director” as determined in accordance with the applicable rules of the NASDAQ Stock Market Inc. (“NASDAQ”).
- The Committee shall meet at least once annually, and more frequently as necessary or appropriate. Special meetings of the Committee may be called on two hours notice by the Chairman of the Board or the Committee Chairman. A majority of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. The Committee may also act by unanimous written consent without a meeting.
- The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

**Experts and Advisors**

The Committee may engage, retain, obtain the advice of, compensate and terminate any consultant, independent legal counsel, experts or other advisors (accounting, financial,

legal or otherwise) that the Committee believes to be necessary or appropriate in performing the duties set forth in this Charter. The Committee may also utilize the services of the Company's regular inside or outside counsel or other advisors to the Company. The Committee may retain and terminate any search firm to assist in the identification of director candidates and has the authority to set the fees and other retention terms of such search firms. The Company shall provide the appropriate funding, in such amounts as the Committee deems necessary or appropriate, for such advisors and the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee will be responsible for the appointment, compensation and oversight of the work of such advisors.

### **Duties and Responsibilities**

The primary duties and responsibilities of the Committee are as follows:

- Evaluate and recommend to the Board from time to time changes that the Committee believes to be necessary, appropriate or desirable with respect to the size, composition, and functional needs of the Board.
- Oversee the Company's corporate governance practices and procedures, including reviewing and recommending to the Board for approval any policies and procedures in the Company's corporate governance framework or changes to such policies and procedures, including the Company's Certificate of Incorporation, Bylaws and Corporate Governance Guidelines.
- Develop and recommend to the Board specific guidelines and criteria for screening and selecting nominees to the Board, including any director nominations submitted by the Company's stockholders.
- Provide oversight as to the identification, selection, and qualification of candidates for the Board, including interviewing and evaluating new candidates for the Board.
- Recommend to the Board candidates for election or reelection as directors. In recommending candidates, the Committee shall consider such factors as it deems necessary, appropriate or desirable, and consistent with the policies approved by the Board or the Committee. Diversity is an important factor in the Committee's consideration and assessment of a candidate, with diversity being broadly construed to mean a variety of opinions, perspectives, experiences and backgrounds, as well as gender, race and ethnicity differences. The Nominating and Governance Committee is committed to including in each director search candidates who reflect diverse backgrounds, including diversity of race and gender. The Nominating and Governance Committee assesses the composition, including diversity, of the Board at least once a year and more frequently as needed, particularly when considering new candidates. In the event of a vacancy on the Board, or if the Committee becomes aware of an impending vacancy, and the Board determines that such vacancy should be filled by the Board, evaluate and recommend to the Board a qualified individual for appointment to the Board or as a replacement on the Board.
- Recommend to the Board candidates for appointment to the standing committees of the Board in accordance with the policies and principles in such committees'

charters and taking into consideration such other factors as it deems necessary, appropriate or desirable.

- Review and maintain knowledge of (i) the requirements established by NASDAQ, the Securities and Exchange Commission, the Sarbanes-Oxley Act of 2002, and other applicable laws and regulations concerning the members of the Board and its committees and (ii) best practices and trends in corporate governance of publicly-traded companies.
- At least annually, the Committee shall;
  - (i) review the adequacy of this Charter with the Board and recommend any changes to the Board;
  - (ii) evaluate the Committee's own performance; and
  - (iii) develop and oversee the Board and Committees' annual self-assessment process including evaluating the performance of the directors, collectively, including the Chairman of the Board, and the performance of the other committees of the Board. The Committee shall also be responsible for establishing the criteria and implementing the process for such reviews and evaluations and shall report its findings and any recommendations of the Committee to the Board in such manner as it deems appropriate.
- Design and implement an annual CEO review process, which review is to be delivered by the Chairman of the Board to the CEO.
- Oversee and approve the management continuity planning process. Review and evaluate the succession plans, and make recommendations to the Board regarding the selection of replacements, for the CEO and any other executive officer positions subject to approved succession plans.

In addition to the foregoing, the Committee shall perform such other functions and have such other powers as it shall deem necessary to the efficient discharge of the foregoing and as otherwise may be delegated to the Committee by the Board from time to time.