

# **BENCHMARK ELECTRONICS, INC.**

## **Charter of the Nominating/Governance Committee of the Board of Directors** (as amended December 5, 2017)

### **Mission Statement**

The purpose of the Nominating/Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Benchmark Electronics, Inc. (the “*Company*”) is to (i) identify individuals qualified to become Board members and recommend such individuals to the Board for nomination for election to the Board, (ii) make recommendations to the Board concerning committee appointments, (iii) develop, recommend and annually review corporate governance guidelines for the Company and oversee corporate governance matters and (iv) coordinate an annual evaluation of the Board.

### **Membership**

The Committee shall consist of no fewer than three members, the exact number to be determined from time to time by the Board. The Committee’s composition shall meet the independence requirements for nominating/corporate governance committees imposed by the listing standards of the New York Stock Exchange (the “*NYSE*”), as in effect from time to time.

The members of the Committee shall be appointed by a majority vote of the Board from among its members and shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal by a majority vote of the Board.

### **Authority and Responsibilities**

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee):

#### Committee Structure; Board Nominees; Committee Appointments; Continued Service

1. The Committee shall determine the appropriate committee structure for the Board, as well as the criteria, objectives and procedures for selecting Board members. The Committee shall consider factors such as independence, diversity, age, integrity, skills, expertise, breadth of experience, knowledge about the Company’s business or industry and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees.

2. The Committee shall actively seek individuals qualified to become members of the Board and recommend such individuals, which the Committee considers qualified, to the Board for nomination for election to the Board by the shareholders or for appointment by the Board to fill a vacancy. The Committee shall also review potential candidates for the Board suggested to it by other members of the Board and report to the Board regarding the results of such review.
3. The Committee shall review all nominations for re-election of Board members and report to the Board regarding the results of such review.
4. The Committee shall identify Board members qualified to fill any positions on a committee of the Board (other than the Committee) and recommend that the Board appoint the identified member or members to the respective committee. In recommending a candidate for appointment to a committee, the Committee shall consider any required qualifications as set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate.
5. The Committee shall review the appropriateness of continued service on the Board of members whose circumstances, including business or professional affiliations or responsibilities, have changed or who contemplate accepting a directorship on another public company board or an appointment to an audit or compensation committee of another public company board.

#### Corporate Governance

6. The Committee shall oversee the Company's orientation process for newly elected members of the Board and assist the Board in its implementation. The Committee shall also regularly assess the adequacy of and need for additional continuing director education programs.
7. The Committee shall develop and recommend to the Board corporate governance guidelines for the Company and assess those guidelines at least annually.
8. The Committee shall oversee that the Company has an adequate system and procedures for the education, development and orderly succession of senior managers throughout the Company and, at least annually, review the CEO's short and long-term succession plans for the CEO and other senior management positions and report to the Board on succession planning.

### Board Performance

9. The Committee shall coordinate the annual evaluation of the Board and its committees to determine whether they are functioning effectively and meeting their objectives and goals. The Committee shall solicit comments from all directors, executive officers and any other persons it deems appropriate and shall annually prepare a report to the Board following the end of each fiscal year containing an assessment of the Board's structure, organization, policies, performance, effectiveness and contribution to the Company and indicating specific areas in which the Board could improve.

### Performance Evaluation

10. The Committee shall review its own performance and reassess the adequacy of this Charter at least annually in such manner as it deems appropriate, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

### Retention of Consultants and Advisors; Investigations

11. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates, including the authority to approve the search firm's fees and other retention terms.
12. The Committee shall have the authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors as it deems advisable.
13. The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.

### **Structure and Operations**

The Committee shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or telephonically at least two times a year at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. A majority of the Committee shall constitute a quorum, and the majority vote of the directors comprising a quorum shall be the act of the Committee. The chairperson, with input from the other members of the Committee and, where appropriate, management, shall set the agendas for Committee meetings.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend

any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.

The Committee may form and delegate authority to subcommittees.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time to time specify. Reports to the Board may take the form of oral reports by the chairperson of the Committee or any other member of the Committee designated by the Committee to give such report.

Except as expressly provided in this Charter, the Company's bylaws or the Company's corporate governance guidelines, or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.