

**SUMMER INFANT, INC. (the “Company”)**

**NOMINATING/GOVERNANCE COMMITTEE CHARTER**

The Nominating/Governance Committee’s responsibilities and powers as delegated by the Company’s Board of Directors (the “Board”) are set forth in this charter. Whenever the Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.

**I. PURPOSE**

As set forth herein, the Committee shall, among other things, discharge the responsibilities of the Board relating to (i) the appropriate size, functioning and needs of the Board including, but not limited to, recruitment and retention of qualified Board members and committee composition and structure, (ii) developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and monitoring compliance with those guidelines, and otherwise taking a leadership role in shaping the corporate governance of the Company, and (iii) CEO and management succession.

**II. MEMBERSHIP**

The Committee shall consist of at least two members of the Board as determined from time to time by the Board. Each member shall be “independent” in accordance with the listing standards of the Nasdaq Stock Market, as amended from time to time.

The Board shall elect the members of this Committee and may make changes from time to time. Unless a chairperson is elected by the Board, the members of the Committee shall designate a chairperson by majority vote of the full Committee membership. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board, or may be removed by the Board at any time, with or without cause.

**III. MEETINGS AND COMMITTEE ACTION**

The Committee shall meet at least two times annually, or more frequently as it deems necessary to fulfill its responsibilities. Meetings of the Committee shall be called by the chairperson upon such notice as is provided for in the bylaws of the Company with respect to meetings of the Board. A majority of the members shall constitute a quorum. Actions of the Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Committee.

The Committee may, in its discretion, invite to its meetings any other outside director, members of management and such other persons as it deems appropriate, provided that (i) the Committee shall meet without such members of management, other directors or persons during executive session, (ii) the chairperson may ask non-Committee members to leave the meeting at any time, and (iii) any non-Committee members may not vote on any actions considered by the Committee or participate in any discussion unless invited to do so by the Committee. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The chairperson may establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. At each meeting, the chairperson shall appoint as secretary a person who may, but need not, be a member of the Committee. A certificate of the secretary of the Committee or minutes of a meeting of the Committee executed by the secretary setting forth the names of the members of the Committee present at the meeting or actions taken by the Committee at the meeting shall be sufficient evidence at all times as to the members of the Committee who were present, or such actions taken. In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

#### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities under this charter. These functions should serve as a guide, with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, regulatory, legal or other conditions.

The Committee, in discharging its functions, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Committee shall also have the sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including the authority to approve the fees payable to such search firm and any other terms of the retention.

##### Board Selection, Composition and Evaluation

- Develop the criteria for the selection of new directors to serve on the Board.
- Identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for directorships to be filled by the Board or by the stockholders at an annual or special meeting. In identifying candidates, the Committee shall take into consideration all factors it deems appropriate, which may include (i) ensuring that the Board, as a whole, consists of individuals with various and relevant career experience, industry knowledge and experience, financial expertise (including expertise that could qualify a director as a “financial expert,” as that term is defined by the rules of the

Securities and Exchange Commission), and/or local or community ties and (ii) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought and an ability to work collegially. The Committee may also consider the extent to which the candidate would fill a present need on the Board.

- Evaluate candidates for nomination to the Board, including those proposed by stockholders, and conduct appropriate inquiries into the background and qualifications of any such candidates. The Committee shall adopt procedures for the submission of recommendations by stockholders consistent with the Company's bylaws as deemed appropriate.
- Review and make recommendations to the Board, or determine, whether members of the Board should stand for re-election.
- Consider questions of independence and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of the Company and its stockholders.
- Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board.
- Oversee the Board's annual self-evaluation.

#### Committee Selection, Composition and Evaluation

- Review and make recommendations, as the Committee deems appropriate, regarding the composition of the various Board committees.
- Establish, monitor and make recommendations regarding the functions and contributions of the various Board committees.
- Oversee each Board committee's annual self-evaluation.

#### Corporate Governance

- Review the adequacy of the Company's certificate of incorporation and bylaws, and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws.
- Develop and recommend to the Board a set of corporate governance guidelines and keep abreast of developments with regard to corporate governance.
- Fulfill the Committee's duties under the corporate governance guidelines and monitor compliance with the corporate governance guidelines.

- Review the Company's Code of Ethics on at least an annual basis, and, if appropriate, recommend revisions to the Board.
- Develop and maintain an orientation program for new directors and coordinate continuing education for all Board members.

#### Continuity / Succession Planning

- Develop, evaluate and oversee implementation of long-term succession plans and contingency or emergency plans relating to the CEO and other executive officer positions.

### **V. REPORTING AND ANNUAL EVALUATION**

The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report.

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including its compliance with this charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this charter and recommend to the Board any improvements to this charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.