

**INTERFACE, INC.**  
**Nominating & Governance Committee Charter**  
(February 2013)

**Purpose:**

The purpose of the Nominating & Governance Committee (“Committee”) of the Board of Directors (“Board”) of Interface, Inc. (“Company”) shall be: (1) to assist the Board in establishing qualifications for Board membership and in identifying and selecting qualified candidates to be nominated for election to the Board; (2) to recommend to the *Board* director nominees for each committee of the Board; (3) to monitor and make recommendations to the Board regarding corporate governance guidelines and matters applicable to the Company; and (4) to lead and oversee periodic assessments and evaluations of the performance and membership of the Board and its various committees.

**Membership:**

The Committee shall consist of three or more directors who shall be appointed by, and shall serve at the discretion of, the Board. The Board shall also appoint the Chairperson of the Committee. If the Chairperson is not present at a meeting, the members may designate an acting Chairperson by majority vote of the members present. Each member shall be “independent” in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of the Nasdaq Stock Market.

**Nomination/Appointment Policy:**

The Board believes that it is in the best interest of the Company and its shareholders to obtain highly-qualified candidates to serve as members of the Board. Accordingly, the Committee will seek candidates for election and appointment with excellent decision-making ability, valuable and varied business experience and knowledge, impeccable personal integrity and reputation, and diversity of background and experience. The Committee will also consider whether the candidate is free of restraints or conflicts which might interfere with the exercise of independent judgment regarding the types of matters likely to come before the Board and has the time required for preparation, participation and attendance at Board and committee meetings. In selecting candidates, the Committee will act in accordance with the Company’s Articles of Incorporation and Bylaws.

**Responsibilities:**

The duties and responsibilities of the Committee shall be:

1. Monitoring the size and composition of the Board;
2. Leading and overseeing the periodic assessment and evaluation of the Board and its various committees;
3. Developing and recommending to the Board specific guidelines and criteria for screening and selecting nominees to the Board;
4. Soliciting suggestions from other members of the Board regarding (a) the criteria for Board membership and (b) persons to be considered as possible nominees;
5. Reviewing the qualifications of, and recommending to the Board, those persons to be nominated for membership on the Board (including the director nominees for the annual meeting of shareholders), and the nominees to be elected by the Board to fill vacancies and newly created directorships;
6. Developing a pool of potential director candidates for consideration in the event of a vacancy on the Board;

7. Considering and making recommendations to the Board concerning any nominees submitted by shareholders in accordance with the nomination procedures in the Company's bylaws;

8. Considering the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection;

9. Reviewing Board committee structure and making recommendations to the Board concerning the size, responsibilities and membership of Board committees;

10. Reviewing and assessing, at least annually, the Company's corporate governance practices and status, and recommending any proposed actions or changes to the Board for approval;

11. Reviewing this Charter annually, or more frequently if appropriate, and recommending any proposed changes to the Board; and

12. Performing such other functions and duties as may be requested by the Board from time to time.

The Committee shall report regularly to the Board. The Committee shall have authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion and to retain, terminate and obtain advice, reports or opinions from search firms or other internal or outside advisors and legal counsel in the performance of its responsibilities, and shall have the authority, in consultation with the Company's general counsel, to approve related fees and retention terms.

**Meetings:**

The Committee may establish its own schedule for meetings throughout the year, and shall determine the number of meetings necessary and proper for the conduct of its business.

**Minutes:**

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.