

HOOPER HOLMES, INC.

Governance and Nominating Committee Charter

1. Governance and Nominating Committee Role and Responsibilities:

The principal responsibilities of the Governance and Nominating Committee (the “Committee”) of the Board of Directors of Hooper Holmes, Inc. (the “Company”) shall consist of:

- Recommending to the Board persons to be nominated for election as directors and the assignment of Board members to the various Board committees;
- Recommending to the Board principles for governance of the Company;
- Overseeing the evaluation of the Board.
- Recommending information and programs which will assist directors in fulfilling their responsibilities as directors.

(a) Number, Composition and Qualifications of Board and Board Committees Members. The Committee shall:

- Review, on an annual basis, the advisability of, or need for, any changes in the number, composition or qualifications of the members of the Board or of any Board Committees, and make recommendations to the Board regarding the foregoing.
- Assign Board members to the Board’s various committees, upon consultation with the Board chairperson and considering the desires and expertise of individual Board members.
- Identify, screen, interview and recommend to the Board qualified individuals to be nominated by the Board for election by the stockholders and persons to be elected by the Board to fill any vacancies on the Board. The Committee’s goal is to assemble a Board that brings to the Company a diversity of experience. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of our stockholders. They must have an inquisitive and objective perspective and mature judgment. Director candidates must have sufficient time available in the judgment of the Committee to perform all Board and Committee responsibilities. They must also have experience in positions with a high degree of responsibility and be leaders in the companies or institutions with which they are affiliated. Members of the Board are expected to rigorously prepare for, attend, and participate in all Board and applicable Committee meetings. Other than the foregoing, there are no stated minimum criteria for

director nominees, although the Committee may also consider such other factors as it may deem, from time to time, are in the best interests of the Company and its stockholders.

- Consider Board candidates proposed by stockholders, provided that information with respect to any proposed candidate is sent in writing to the Company's Corporate Secretary at least 120 days prior to the anniversary of the date the definitive proxy statement was mailed to stockholders in connection with the prior year's annual meeting of stockholders and includes the following :
 - (1) the candidate's name, age, contact information and present principal occupation or employment; and
 - (2) a description of the candidate's qualifications, skills, background and business experience during, at a minimum, the last five years, including his or her principal occupation and employment and the name and principal business of any corporation or other organization in which the candidate was employed or served as a director.

The Committee will evaluate any candidates recommended by stockholders in accordance with the above procedures and against the same criteria applicable to the evaluation of candidates proposed by directors or management.

- The Committee shall recommend to the Board the chairperson of each Committee of the Board.
- (b) Corporate Governance. The Committee shall recommend to the Board a set of corporate governance guidelines for the Company and shall review such guidelines from time to time and recommend any proposed changes to the Board for approval. The Committee shall monitor the Board's and management's compliance with the corporate governance guidelines. The Committee shall also oversee the structure and practices of the Board and its committees and other corporate governance matters.
- (c) Evaluation of the Board and Senior Management. The Committee shall:
- Oversee an annual self-evaluation of the Board's performance, decision-making process and procedures.
 - Oversee an annual evaluation of the Chief Executive Officer and other members of senior management.

- Oversee an annual review of succession planning for the Board as well as for Company management.
 - Monitor the Board's and its non-employee members' maintenance of its and their independence from management.
 - Initiate and oversee a periodic evaluation of the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and Board Committee meetings.
- (d) Recommending information and programs to directors. The Committee shall:
- Recommend information and internal and external orientation programs and continuing education programs to directors which may help them to fulfill their responsibilities as directors.

2. **Committee Organization:**

- (a) Number. The Committee shall consist of a number of directors as determined by the Board with the Committee chairperson to be elected by the Board.
- (b) Independence. Each member of the Committee meet the applicable requirements of an "independent director" as defined by the rules of the NYSE MKT.

3. **Committee Authority:** The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes and responsibilities of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have the necessary power and authority, including budgetary and fiscal authority, to carry out the duties and responsibilities specified in this charter.

4. **Committee Meetings:** The Committee shall meet in person or by telephone as often as necessary to carry out its responsibilities and it may also act by unanimous written consent in lieu of a meeting.

- (a) Quorum. A majority of the members of the Committee will constitute a quorum and the vote of a majority of the members present at a meeting in person or by telephone at which a quorum is present shall constitute the action of the Committee.
- (b) Records; Reporting to the Full Board. The Committee shall keep appropriate records of meetings and other actions it may take. The chairperson of the Committee or his or her delegate shall report the matters considered and acted upon by the Committee at each committee meeting or by written consent of the Committee since the preceding Board meeting, except to the extent covered in a previous report to the full Board, and shall be available to

answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

5. **Miscellaneous:** The Committee shall review this charter from time to time and recommend changes to the Board for approval, and shall annually evaluate its own performance.