



LCA-VISION INC.

NOMINATING AND GOVERNANCE COMMITTEE

COMMITTEE CHARTER

A. Statement of Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of LCA-Vision Inc. (the “Company”) is to identify and recommend to the Board for election at the annual meeting of stockholders (the “Annual Meeting”) and/or appointment of qualified candidates for membership on the Board and its committees, consistent with criteria approved by the Board, and to oversee the evaluation of the Board and the Company’s corporate governance practices.

B. Organization

1. All of the members of the Committee shall qualify as “independent” in accordance with any law or regulation or securities exchange listing requirements that may be applicable from time to time.
2. The members of the Committee, including the Chairperson, shall be appointed by the Board after advice by the Chairman of the Board. The Board may, at any time and in its complete discretion, add or remove any member of the Committee and may fill any vacancy in the Committee.
3. The size of the Committee shall be determined by the Board, subject to any requirements or limitations in the Company’s certificate of incorporation or By-laws. The Board believes that the Committee should always have at least three members.
4. The Committee shall meet as frequently as it deems necessary to carry out its responsibilities under this Charter, but at least twice a year. The timing of the meetings will be determined by the Chairperson in consultation with the other members of the Committee. Any action required or permitted to be taken at a meeting may be taken without a meeting in accordance with the Company’s By-laws and applicable law.
5. A majority of the total number of members constitutes a quorum of the Committee. A majority of the members of the Committee is empowered to act on behalf of the Committee. The Committee may delegate any of its responsibilities, as it deems appropriate, to a subcommittee composed of one or more members. Minutes will be kept of each meeting of the Committee.
6. The Committee may request any officer or employee of the Company or the Company’s outside legal counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
7. The Committee shall have the resources and authority appropriate to discharge its responsibilities as required by law, including the authority to engage (at the Company’s expense) independent counsel and other advisors as the Committee deems necessary to carry out its duties.

8. The Company will provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to independent counsel or any other advisors employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

C. Responsibilities

The primary responsibilities of the Committee are as follows:

1. Periodically review the appropriate skills and qualifications required of directors and develop criteria for selecting new directors. The Committee shall review with the Board the appropriate skills and characteristics required of directors. In particular, the Committee should review with the Board the appropriate size and the current composition of the Board, considering characteristics such as independence, skills, experience, availability of service to the Company, diversity, age, and current and anticipated Board needs.
2. To the extent the Committee deems it necessary and appropriate, retain, oversee and compensate (at Company's expense) a search firm to assist in identifying new directors. Seek the assistance and counsel of any other independent advisors, at the Company's expense, as the Committee or its Chairperson deems necessary to carry out the Committee's duties. The Committee will determine related fees and retention terms for such search firm and other advisors and shall have the sole authority to terminate such search firm or other advisors.
3. Identify and screen candidates for future Board membership. Recommend to the Board candidates to fill Board vacancies as they occur and candidates for election by the stockholders at the Annual Meeting.
4. Establish and periodically review policies and procedures for receipt and consideration of director nominations by stockholders, as required by applicable laws and regulations.
5. Recommend to the Board whether a director should continue to serve following receipt of a greater number of "withhold" votes than "for" votes in any director election, a material change in a director's personal circumstances (including a change in principal occupation), if a significant ongoing time commitment (including serving as a director of another corporation) arises that may be inconsistent with a director's service on the Board or, in the case of an independent director, if a change in circumstances occurs that would result in the director no longer being considered independent.
6. Review and recommend to the Chairman of the Board the appointment of directors to Board committees and the selection of the chairpersons of each of the Board committees. The Committee shall recommend additional members to fill vacancies on Board committees as needed.
7. Periodically review the Company's Governance Guidelines and Principles and recommend to the Board any modifications that the Committee deems appropriate.

8. Annually oversee the evaluation of and report to the Board on the performance and effectiveness of the Board and its committees (which may include developing and recommending an annual self-evaluation process), and other issues of corporate governance. Based on the results of such assessment, make recommendations to the Board concerning the composition, size, structure and activities of the Board and the committees of the Board as the Committee deems appropriate.
9. Consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize, or eliminate such conflicts of interest.
10. Report to stockholders in the Company's annual proxy statement on those Committee matters required by Securities and Exchange Commission rules.
11. Annually evaluate the performance and effectiveness of the Committee, including with respect to its discharge of the responsibilities set forth in this Charter. Periodically review this Charter, update it as the Committee deems appropriate, and submit it to the Board for approval when updated.
12. Regularly report Committee actions to the Board, with such recommendations as the Committee deems appropriate.
13. Recommend to the Board the appropriate compensation arrangements for directors.
14. Review and make recommendations to the Board to address any stockholder resolutions.
15. Review the performance of executive management for purposes of management succession, including the Company's system and procedures for the education, development and succession of executive team members throughout the company. The Committee shall report to the Board on succession planning.
16. Undertake such other responsibilities as the Board may delegate or assign to the Committee from time to time.

As amended effective February 17, 2011.