

ARC DOCUMENT SOLUTIONS, INC.

NOMINATING AND CORPORATE GOVERNANCE

COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of ARC Document Solutions, Inc. (the “Company”) is:

1. To identify, evaluate, recruit and recommend to the Board of Directors for consideration and approval individuals qualified to become members of the Board;
2. To develop and recommend to the Board a set of corporate governance principles applicable to the Company; and
3. To oversee matters of corporate governance, including the monitoring of a process to assess the effectiveness of the Board.

The Committee also is responsible for taking a leadership role in shaping corporate governance policies and practices, including developing and recommending to the Board the corporate governance principles applicable to the Company, and monitoring Company compliance with said policies and practices.

Membership and Procedures

The Committee shall consist of three or more directors, with the exact number being determined by the Board of Directors. Committee members shall each meet the independence requirements of the New York Stock Exchange and all other applicable laws, rules and regulations governing director independence, as determined by the Board or the Committee. Committee members shall be appointed from time to time by the Board having given consideration to the recommendations, if any, from the Committee, but not less than annually at its first meeting following the Annual Meeting of Stockholders. The Board shall designate a Chairperson of the Committee (the “Committee Chairperson”). The Committee may also appoint a Secretary, who need not be a director, whose primary responsibility will be to keep the minutes of the Committee meetings.

Committee members may be removed, without cause, by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the Board (unless the notice specifies a later time for the effectiveness of such registration). If the resignation of a Committee member is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

Meetings

The Committee shall meet in person or telephonically as often as it determines, but no less than once per year at a time and place determined by the Committee Chairperson.

Authority to Retain Advisers

In the course of its duties, the Committee shall have sole authority, at the Company's expense, to retain and terminate consultants or search firms, as the Committee deems advisable, including the sole authority to approve the consultant or search firm's fees and other retention terms.

Delegation

The Committee may form and delegate authority to subcommittees as necessary or appropriate. Members of a subcommittee may include directors of the Company, employees of the Company, consultants or any other parties as determined by the Committee in its sole discretion.

Committee Duties and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or listing standard.

1. Review the appropriateness of the size and overall composition of the Board, relative to its various responsibilities, taking into consideration such factors as business experience and specific areas of expertise of each Board member, and make recommendations to the Board as necessary.
2. Develop and recommend to the Board standards for determining director independence consistent with the requirements of the New York Stock Exchange and other applicable laws or regulations and review and assess these standards on a periodic ongoing basis.
3. Assist the Board in developing criteria for identifying and selecting qualified individuals who may be nominated for election to the Board, which shall reflect at a minimum all applicable laws, rules, regulations and listing standards.
4. Identify, evaluate, recruit and recommend to the Board the slate of nominees for election to the Board at the Company's annual meeting of stockholders or to fill vacancies on the Board, taking into consideration such factors as it deems appropriate, including judgment, experience, skills and personal character of the candidate, as well as its assessment of the needs of the Board.

5. Select from among the independent directors a lead director to chair the executive sessions of the non-management directors.
6. Determine the policy for consideration of director candidates recommended by stockholders, including the consideration to be given to director candidates so recommended and the procedures to be followed in submitting such recommendations.
7. Determine the process to be followed by stockholders in submitting other communications to the Board and, if applicable, specific individual directors.
8. As the need arises to fill vacancies, actively seek individuals qualified to become Board members for recommendation to the Board.
9. Recommend to the Board the number, identity and responsibilities of Board committees and the Chairperson and members of each committee, including recommendations regarding committee appointments and removal from committees or from the Board, rotation of committee members and Chairpersons and committee structure and operations.
10. Review the adequacy of the charters adopted by each committee of the Board, and recommend changes to the Board as necessary.
11. Review adherence by directors to corporate guidelines regarding transactions with the Company; annually inquire of all directors regarding any actual or potential conflicts of interest and report findings to the Board.
12. Oversee and assist the Board with an annual assessment of the effectiveness of the Board's performance through such process as the Committee shall determine advisable including, if appropriate, the solicitation of comments from each member of the Board. The annual assessment shall be discussed with the full Board.
13. Oversee and assist the Board in annually reviewing with the Chief Executive Officer the job performance and evaluation of elected corporate officers.
14. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, to review those principles, and to recommend any proposed changes to the Board as the Committee deems advisable.
15. Review and assess the adequacy of the Company's Code of Conduct and other internal policies and guidelines and monitor Company compliance with said policies and guidelines.
16. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

17. Conduct an annual performance evaluation of the Committee and report the results of this review to the Board.
18. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Reports

The Committee shall make regular reports to the Board. The Committee will, to the extent it deems appropriate, record its summaries of recommendations to the Board in written form that will be incorporated as a part of the minutes of the Board.