

## ASPEN AEROGELS, INC.

### NOMINATING AND GOVERNANCE COMMITTEE CHARTER<sup>1</sup>

#### **I. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) is a standing committee appointed by the Board of Directors (the “Board”) of Aspen Aerogels, Inc. (the “Corporation”). The purpose of the Committee is to (i) identify individuals qualified to become members of the Board, (ii) recommend Director nominees for each annual meeting of shareholders and nominees for election to fill any vacancies on the Board, (iii) monitor, evaluate and make recommendations to the Board regarding Director compensation, (iv) monitor and evaluate legal and regulatory trends and developments relating to corporate governance matters, including trends in shareholder activity, and make recommendations to the Board intended to help the Company and the Board maintain appropriate corporate governance policies and practices, (v) evaluate and make recommendations to the Board concerning Directors’ continuing education and professional development on corporate governance matters, and (vi) evaluate and make recommendations to the Board concerning the establishment and implementation of appropriate policies and procedures intended to provide the Company’s senior management and Board with all of the information necessary to make appropriately-informed decisions on a timely basis.

#### **II. MEMBERSHIP AND PROCEDURES**

##### **A. Membership and Appointment**

To assist in carrying out its duties, the Committee shall have sole authority to retain and terminate any search firm to be used to identify candidates to serve as a director, including sole authority to approve any search firm’s fees and other retention terms. In addition, the Committee shall have authority to obtain advice and assistance from internal or external compensation consultants, legal, accounting or other advisors.

The Committee shall be comprised of not fewer than two members of the Board, as shall be determined from time to time by the Board. The members of the Committee shall be elected by the Board at the first meeting of the Board following the annual meeting of the shareholders and shall hold office until their resignation or removal or until their successors shall be duly elected and qualified.

Except as may otherwise be permitted by the listing standards of The New York Stock (the “NYSE”), all members of the Committee shall qualify as “independent directors” for purposes of the NYSE, as such standards may be changed from time to time.

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<sup>1</sup> Revised on March 11, 2015

B. Removal

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon delivery of oral or written notice to the Chairman of the Board, the Secretary of the Corporation, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

C. Chairperson

A chairperson of the Committee (the “Chairperson”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee’s purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

D. Meetings, Minutes and Reporting

The Committee shall meet at least two times per year, or more frequently as circumstances dictate. All Committee members are expected to attend each meeting, in person or via telephone or video conference.

The Committee shall keep minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the full Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

E. Quorum; Action by Committee

A quorum at any Committee meeting shall be at least two members (where the Committee is comprised of two or three members) or three members (where the Committee is comprised of four or more members). All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held (or where only two members are present, by unanimous vote). Any decision or determination of the Committee confirmed in writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

F. Delegation

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

G. Authority to Retain Advisors

In the course of its duties, the Committee shall have the authority, at the Corporation's expense and without needing to seek approval from the Board, to retain and terminate consultants (including search firms to be used to identify candidates to serve as directors), legal counsel, or other advisors, as the Committee deems advisable, including the sole authority to approve any such advisors' fees and other retention terms.

**III. DUTIES AND RESPONSIBILITIES**

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. 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.

1. Evaluate the current composition, organization and governance of the Board and its committees, and make recommendations for changes thereto to the Board for approval.
2. Annually review for each director and nominee the particular experience, qualifications, attributes or skills that contribute to the Board's conclusion that the person should serve or continue to serve as a director for the Corporation, as well as how the directors' skills and backgrounds enable them to function well together as a Board.
3. Determine desired Board member skills and attributes and conduct searches for prospective directors whose skills and attributes reflect those desired, including taking into consideration the criteria set forth in the *Criteria for Nomination as a Director* attached hereto as Appendix A.
4. Consider bona fide candidates recommended by shareholders for nomination for election to the Board in accordance with the *Policies and Procedures for Shareholders Submitting Nominating Recommendations* attached hereto as Appendix B.
5. Periodically review the compensation of Directors and recommend changes thereto to the Board for approval.

6. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation, and periodically recommend any proposed changes to the Board for approval.
7. Administer the annual Board performance evaluation process in such manner as the Committee deems appropriate, which may include (but is not required to include) conducting surveys of director observations, suggestions and preferences.
8. As necessary in the Committee's judgment from time to time, retain and compensate third party search firms to assist in identifying or evaluating potential nominees to the Board.
9. Review and maintain oversight of matters relating to the independence of Board and committee members, keeping in mind the independence standards of the Sarbanes-Oxley Act of 2002 and the rules of the NYSE and the Securities and Exchange Commission.
10. Make regular reports to the Board concerning its activities.
11. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
12. Annually evaluate its own performance.
13. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board

## **APPENDIX A**

### **Criteria for Nomination as a Director**

#### **General Criteria**

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all stockholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
6. Nominees shall not be 72 years of age or older as of the date of their proposed election or reelection to the Board, unless the Board approves the recommendation of such a nominee as an exception to this policy.
7. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The Board desires and encourages diversity in its membership.

#### **Application of Criteria to Existing Directors**

The re-nomination to the Board of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Governance Committee shall consider the existing directors' performance on the Board and any committee, which shall include consideration of the extent to which the directors undertook continuing director education.

#### **Criteria for Composition of the Board**

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.

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## APPENDIX B

### **Policies and Procedures for Shareholders Submitting Nominating Recommendations**

The Nominating and Governance Committee (the “Committee”) of Aspen Aerogels, Inc. (the “Corporation”) has adopted the following policies and procedures for Corporation shareholders to submit recommendations for nomination to the Corporation’s Board of Directors (the “Board”). The Board or the Committee may amend, revise or revoke these policies and procedures at any time.

#### Policies

1. It is the policy of Aspen Aerogels, Inc. (the “Corporation”) that the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) consider recommendations for the nomination of directors submitted by holders of the Corporation’s shares entitled to vote generally in the election of directors.
2. In order for the recommendation of a security holder to be considered under this policy, the recommending shareholder or group of shareholders must have held at least three percent (3%) of the Corporation’s voting common stock for at least one year as of the date the recommendation was made.
3. For each annual meeting of shareholders, the Committee will accept for consideration only one recommendation from any shareholder or affiliated group of shareholders. An affiliated group of shareholders means shareholders constituting a group under Regulation 13D.
4. The Committee will also consider the extent to which the shareholder making the nominating recommendation intends to maintain its ownership interest in the Corporation.
5. The Committee will only consider recommendations of nominees who satisfy the minimum qualifications prescribed by the Committee for Board candidates, including that a director must represent the interests of all shareholders and not serve for the purpose of favoring or advancing the interests of any particular shareholder group or other constituency.
6. Only those recommendations whose submission complies with the procedural requirements adopted by the Committee will be considered by the Committee.
7. All recommendations submitted by shareholders will be considered in the same manner and under the same process as any other recommendations submitted from other sources.
8. The Committee will select candidates to be recommended for nomination to the Board according to the above requirements and qualification criteria established by the Committee. The Committee is under no obligation to recommend a candidate for nomination.

#### Procedures

1. Security Holders Entitled to Make Submissions. The Committee will accept for consideration submissions of recommendations for the nomination of directors from shareholders who have held at least three percent (3%) of the Corporation's voting common stock for at least one year as of the date the recommendation was made. Submissions of such recommendations must comply with the requirements set forth herein. Acceptance of a recommendation for consideration does not imply that the Committee will nominate the recommended candidate.
2. Manner and Address for Submission. All shareholder nominating recommendations must be in writing, addressed to the Committee care of the Corporation's corporate secretary at the Corporation's principal offices. Submissions must be made by mail, courier or personal delivery. E-mailed submissions will not be considered.
3. Information Concerning the Recommending Shareholders. A nominating recommendation must be accompanied by the following information concerning each recommending shareholder:
  - The name and address, including telephone number, of the recommending shareholder;
  - The number of the Corporation's shares owned by the recommending shareholder and the time period for which such shares have been held;
  - If the recommending shareholder is not a shareholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the shareholder and a statement from the recommending shareholder of the length of time that the shares have been held. Alternatively, the shareholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the Securities and Exchange Commission reflecting the holdings of the shareholder, together with a statement of the length of time that the shares have been held; and
  - A statement from the shareholder as to whether the shareholder has a good faith intention to continue to hold the reported shares through the date of the Corporation's next annual meeting of shareholders.
4. Information and Documentation Concerning the Proposed Nominee. A nominating recommendation must be accompanied by the following information and documentation concerning the proposed nominee:
  - the information required by Item 401 of Regulation S-K (generally providing for disclosure of the name, address, and business experience for the past ten years of the proposed nominee, as well as information regarding certain types of legal proceedings within the past five years involving the nominee);

- the information required by Item 403 of Regulation S-K (generally providing for disclosure regarding the proposed nominee’s ownership of securities of the Corporation);
  - the information required by Item 404 of Regulation S-K (generally providing for disclosure of transactions between the Corporation and the proposed nominee valued in excess of \$120,000 and certain other types of business relationships with the Corporation);
  - a description of all relationships between the proposed nominee and the recommending shareholder, and any agreements or understandings regarding the nomination, including those between the recommending shareholder and the nominee;
  - a description of all relationships between the proposed nominee and any of the Corporation’s competitors, customers, suppliers, labor unions or other persons with special interests regarding the Corporation
  - a statement from the nominee supporting its view that the proposed nominee possesses the minimum qualifications prescribed by the Committee for nominees, and briefly describing the contributions that the nominee would be expected to make to the board and to the governance of the Corporation.
  - a statement whether, in the view of the nominee, the nominee, if elected, would represent all shareholders and not serve for the purpose of advancing or favoring any particular shareholder or other constituency of the Corporation.
5. Ability to Represent All Shareholders. The recommending shareholder must state whether, in the view of the shareholder, the nominee, if elected, would represent all shareholders and not serve for the purpose of advancing or favoring any particular shareholder or other constituency of the Corporation.
6. Consent to be Interviewed by the Committee and, if Nominated and Elected, to Serve. The nominating recommendation must be accompanied by the written consent of the proposed nominee to: (a) be considered by the Committee and interviewed if the Committee chooses to do so in its discretion, and (b) if nominated and elected, to serve as a director of the Corporation. The recommending shareholder must furnish the proposed nominee’s contact information for this purpose.
7. Timing for Submissions Regarding Nominees for Election at Annual Meetings. A shareholder (or group of shareholders) wishing to submit a nominating recommendation for an annual meeting of shareholders must ensure that it is received by the Corporation, as provided above, not later than 120 calendar days prior to the first anniversary of the date of the proxy statement for the prior annual meeting of shareholders. In the event that the date of the annual meeting of shareholders for the current year is more than 30 days following the first anniversary date of the annual meeting of shareholders for the prior year, the submission of a recommendation will be considered timely if it is submitted a

reasonable time in advance of the mailing of the Corporation's proxy statement for the annual meeting of shareholders for the current year.

8. Shareholder Groups. If a recommendation is submitted by a group of two or more shareholders, the information regarding recommending shareholders set forth in paragraph three above must be submitted with respect to each shareholder in the group.