

CIM GROUP, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. STATEMENT OF PURPOSE

The primary purposes of the Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of CIM Group, Inc. (the "**Company**") are as follows:

First, the Committee shall be responsible for identifying individuals qualified to serve on the Board, consistent with criteria approved by the Board, and recommending to the Board individuals to be designated as nominees for election as directors by the stockholders of the Company at the annual meeting of the stockholders of the Company.

Second, the Committee shall be responsible for developing and recommending to the Board a set of corporate governance policies and principles to be applicable to the Company. It shall also be the task of the Committee to periodically re-evaluate such policies and guidelines for the purpose of suggesting amendments to them if appropriate.

Third, the Committee shall provide oversight with respect to the corporate governance matters of the Company.

Fourth, the Committee shall oversee an annual evaluation of the Board and of the committees of the Board.

II. COMMITTEE COMPOSITION

The membership of the Committee shall consist of two or more directors, each of whom shall be an independent director in accordance with the rules of NASDAQ and the New York Stock Exchange. Each member of the Committee shall be appointed by the Board on the recommendation of the then current Committee. The chairperson of the Committee shall be designated by the Board or if such designation is not made, the members may designate a chairperson by majority vote of the full Committee. The Board may, at any time, remove one or more directors as members of the Committee and may fill any vacancy on the Committee. Members of the Committee shall be elected annually by the Board and shall hold office until the earlier of (i) the election of their respective successors, (ii) the end of their service as a director of the Company (whether through resignation, removal, expiration of term or death) or (iii) their resignation from the Committee. The Committee may form and delegate authority to subcommittees as appropriate.

III. DUTIES AND RESPONSIBILITIES

The Committee will discharge the duties of the Board, and will approve or make recommendations to the Board, with respect to the following duties and responsibilities. These activities are set forth as a guide with the understanding that the Committee may carry out its oversight responsibility in a manner that, in its discretion, it deems appropriate given the circumstances.

- A. Establish criteria for the selection of new directors to serve on the Board, which criteria shall include consideration of the impact of diverse backgrounds and experiences of potential nominees on the effectiveness and quality of the Board.

- B. Evaluate the qualifications of candidates for the Board, in light of the director selection criteria approved by the Board, including candidates proposed by the Committee, by management of the Company, by directors or by stockholders, in accordance with the procedures established by the Committee from time to time.
- C. Evaluate a candidate's independence from the Company's management and other principal service providers and the effect of any relationships that might impair independence, e.g., business, financial or family relationships with the Company's management or other service providers.
- D. Recommend prospective candidates to the Board for nomination by the Board at each annual meeting of stockholders, or any special meeting of the stockholders at which directors are to be elected. The Committee will also recommend prospective candidates to the Board for election by the Board to fill any vacancies on the Board.
- E. On an annual basis, evaluate the membership of the committees of the Board. The Committee shall provide to the full Board the results of its evaluation, together with the Committee's recommendation as to committee membership during the upcoming year, for consideration by the Board in connection with the annual committee appointment process. In the event of a vacancy on any committees of the Board, the Committee shall provide its recommendation regarding a replacement committee member to the full Board.
- F. Develop and recommend a set of formal, written guidelines for corporate governance, which shall be presented to the full Board for consideration and adoption.
- G. From time to time, review and assess the governance structures and procedures of the Company, including the Company's corporate governance guidelines, the Charter and Bylaws, and the size, structure and composition of the Board and its committees, and report its findings and any recommendations to the full Board.
- H. Review on an annual basis the codes of ethics applicable to the Company's executive officers and directors that may be in effect from time to time
- I. Oversee a Company orientation program for new directors and a continuing education program for current directors and periodically review these programs and update them as necessary.
- J. Periodically review and assess the Company's environmental, social and corporate governance ("ESG") strategy and report its findings and any recommendations to the full Board.

Annual Evaluations

The Committee shall conduct an annual evaluation of its performance. As part of its annual review process, the Committee will review its effectiveness in recommending director nominees with diverse backgrounds and experiences relative to any perceived needs in the composition of the Board, as set forth in the director selection criteria approved by the Board. Additionally, the Committee shall oversee an annual evaluation of the Board and each of the other committees of the Board.

Charter Review

The Committee will conduct an annual review of the Committee charter and recommend any proposed changes to the Board for approval.

Other Activities

The Committee shall perform any other activities consistent with the delegation of authority to the Committee under this charter, and consistent with the Company's Charter and Bylaws and governing law as the Board deems appropriate.

IV. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors. The director search firm, outside counsel, executive search firms, and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

V. COMMITTEE MEETINGS

The Committee shall meet at least two times per year. Other meetings may be held at the discretion of the chairperson of the Committee or at the request of the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Approval by a majority of the members present at a meeting at which a quorum is present (in person or by telephone conference call) shall constitute approval by the Committee. The Committee may also act by unanimous written consent without a meeting. Minutes of each of these meetings shall be kept.