

HUDSON TECHNOLOGIES, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the board of directors (the “Board”) of Hudson Technologies, Inc. (the “Company”) is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, corporate governance matters, and any other related matters required by the federal securities laws.

Membership

The Committee shall consist of three or more directors. A majority of the Committee members shall be independent in accordance with the rules of the NASDAQ Stock Market.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

- To determine the qualifications, qualities, skills, and other expertise required to be a director of the Company (the “Director Criteria”).
- To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures described in the Company’s proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s charter documents.
- To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
- To oversee the Company’s corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company’s corporate governance framework, including its certificate of incorporation and by-laws.
- To develop a process for periodic evaluations of the Board and to oversee the conduct of these evaluations.
- To review the Board’s committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chair annually.
- If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill

such vacancy.

- To oversee standards (whether those of the NASDAQ Stock Market or otherwise) for determining whether a director has a relationship with the Company that would impair his or her independence.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of outside counsel, executive search firms 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. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least once a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Reports and Evaluations

The Committee will report to the Board on Committee activities, findings and recommendations on any other matters that the Committee deems appropriate or that the Board requests.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.