

C R O S S.

A.T. Cross Company Nominating and Corporate Governance Committee Charter

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of A.T. Cross Company (“Cross”) is:

1. To identify and to recommend to the Board candidates to be nominated for election as directors for the next annual meeting of shareholders consistent with criteria approved by the Board;
2. To oversee succession of the Chief Executive Officer (“CEO”) and other senior office positions;
3. To ensure that the flow of written and oral communication to the Board from management is sufficient to enable the Board to fulfill its responsibilities.
4. To develop Cross’s Corporate Governance guidelines for approval by the Board, and to review regularly and recommend updates to the Corporate Governance guidelines, as appropriate;
5. To oversee the organization of the Board to discharge the Board’s duties and responsibilities properly and effectively, including to coordinate the annual review of Board and Committee performance;
6. To see that proper attention is given, and effective responses are made, to shareholder concerns regarding corporate governance; and
7. To perform such other duties and responsibilities as are enumerated in and consistent with this Charter.

II. Membership

1. Membership and Appointment. The Committee shall consist of not less than 3 directors.
2. Qualifications; Independence. Each director on the Committee will have such qualifications as the Board determines. In addition, each director on the Committee must be independent within the meaning of applicable laws or listing standards, as the Board determines.

3. Removal. The entire Committee or any individual director on the Committee may be removed from the Committee with or without cause by the affirmative vote of a majority of the Board.
4. Chairman. The Board may designate a Chairman of the Committee. In the absence of such designation, the Committee may designate the Chairman of the Committee by majority vote of the Committee. From time to time the Chairman of the Committee may establish such other rules as are necessary and proper for the conduct of the business of the Committee.

III. Procedures

1. Number of Meetings. The Committee shall meet from time to time as necessary or appropriate, but in no event less than twice a year.
2. Agenda. The Chairman of the Committee establishes its agenda, with input from management, staff, the Chairman of the Board and other directors on the Committee and the Board as appropriate.
3. Executive Sessions. As appropriate, the Committee may meet in executive sessions.
4. Delegation of Authority.
 - a.) The Committee may create one or more subcommittees of the Committee consisting of one or more directors on the Committee and may delegate any of its duties and responsibilities to such subcommittees, unless otherwise prohibited by applicable laws or listing standards.
 - b.) The Committee may delegate any of its duties and responsibilities to one or more directors on the Committee, another director or other persons, unless otherwise prohibited by applicable laws or listing standards.
 - c.) Any subcommittee, director or other person will provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation.
 - d.) The Committee may terminate any such subcommittee and revoke any such delegation at any time.
5. Authority to Retain Advisors. In the course of its duties, the Committee has sole authority, at Cross's expense, to engage and terminate consultants or search firms, as the Committee deems advisable, and to identify director candidates, including the sole authority to approve the consultant or search firm's fees and other retention terms. The Committee also has the sole authority, at Cross's expense, to engage and terminate other advisors as the Committee

deems appropriate to carry out its duties, including the sole authority to approve such other advisor's fees and any other retention terms.

6. Charter Reviews. The Committee will annually review and reassess the adequacy of this charter and submit any recommended changes to the charter to the Board for approval.
7. Performance Review. The Committee will bi-annually undertake an evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this charter, and report the results of such evaluation to the Board.
8. Reporting to the Board. The Committee will report regularly to the Board with respect to the Committee's activities.

IV. Roles and Responsibilities

1. Primary Responsibilities. The Committee's primary responsibilities shall include the following nominating and corporate governance matters:
 - a.) Identify and select candidates for nomination to the Board as necessary to fill vacancies created on the Board or to fulfill the additional needs of the Board consistent with the criteria set forth below in Section IV.2;
 - b.) Recommend to the Board a slate of nominees or individual nominees to be proposed for election to the Board by stockholders at annual meetings and at other appropriate times;
 - c.) Oversee the CEO succession process by evaluating potential successors and selecting the CEO for recommendation to the Board;
 - d.) Oversee management succession plans for other senior officer positions;
 - e.) Establish procedures to be followed by stockholders in submitting recommendations for Board candidates and review periodically, and make appropriate changes to, any such procedures;
 - f.) Consider and evaluate, together with any other candidates being considered, any candidates suggested in a timely manner by either Class A or Class B stockholders. All such proposed candidates shall be reviewed and evaluated in accordance with the criteria set forth in Section IV.2 below. In addition, in considering candidates for Class B director positions, the Committee shall consult with, and consider the views of, the trustees of the W. Russell Boss, Jr., Trust A and the trustees of the W. Russell Boss, Jr., Trust B which trusts collectively hold 100% of the Class B common shares.

g.) Consult with the Chairman of the Board and Chief Executive Officer and, if appropriate, make recommendations to the Board regarding the operation, size and composition of the Board, including but not limited to such matters as (i) the particular qualifications and experience that might be sought in Board nominees, (ii) a review of candidates for nomination, (iii) an assessment of Board members' performance as part of the Committee's annual review of candidates standing for re-nomination and re-election to the Board, (iv) the meeting frequency of the Board; and (v) the structure and content of Board meetings.

h.) Annually review the direct and indirect relationships that each director has with the Company and report the results of such review to the Board in order to assist the Board in affirming the independence of a majority of the directors as required by the rules of NASDAQ;

i.) Review and make recommendations to the Board regarding the size and composition of the Board Committees from time to time as may be appropriate;

j.) Develop and recommend to the Board for its approval a set of corporate governance guidelines. The Committee shall review the guidelines annually, or more frequently if appropriate, and recommend changes as necessary;

k.) Review and make recommendations to the Board regarding proposals submitted by stockholders relating to corporate governance matters for inclusion in the Company's proxy materials pursuant to Rule 14a-8 of the federal proxy rules; and

l.) Consider such other matters relating to corporate governance or the Board nomination process as may be requested from time to time by the Board or its Chairman.

The Committee may take or cause to be taken such other actions and adopt such procedures as may be necessary or appropriate from time to time, or as requested by the Board or its Chairman.

2. Criteria for Selection of Directors. It is the Company's desire to select individuals for nomination to the Board who are the most highly qualified and who, if elected, will enhance the Board's ability to oversee and direct, in an effective manner, the business of the Company and to best serve the general interests of the Company and its stockholders. In its assessment of potential nominees, the Committee will consider the following criteria:

- Meets NASDAQ independence criteria which includes the requirement that at least a majority of the directors on the Board must be independent as defined in Rule 4200(a)(15) of the NASDAQ Marketplace Rules;
- Reflects highest personal and professional ethics and integrity;
- Has demonstrated effectiveness and possesses sound judgment;

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- Has qualifications to serve on appropriate Board committees;
- Has skills and experience relevant to the business needs and objectives of the Company;
- Has ability to make independent and analytical judgments;
- Has adequate time to devote to Board responsibilities; and
- Has effective communication skills.