

INNOVATIVE SOLUTIONS AND SUPPORT, INC.

BOARD OF DIRECTORS

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

ORGANIZATION

Membership

The Nominating & Corporate Governance Committee (the “Committee”) shall consist of two or more independent members of the Board of Directors (the “Board”) as defined by the rules of the Nasdaq Global Select Market (“Nasdaq”).

Membership on the Committee shall be determined annually by the Board. Unless a Chairman of the Committee is elected by the full Board, the members of the Committee may designate a Chairman of the Committee by majority vote of the full Committee Membership. A Secretary of the Committee shall be selected by the chairman of the committee. Should any member of the Committee cease to be independent, such member shall immediately resign his or her membership on the Committee. The Board of Directors may remove a member of the Committee. In case of a vacancy on the Committee, the Board may appoint an independent director to fill the vacancy for the remainder of the term.

Meetings

The Committee shall meet at least once each year. Additional meetings may be scheduled as needed and may be called by the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes shall be recorded by the Secretary to the Committee. Approval by a majority of the members present at a meeting at which a quorum is present shall constitute approval by the Committee. The Committee may also act by unanimous written consent without a meeting.

BASIC FUNCTION AND PURPOSE

The Committee shall determine the nomination of Company directors to be selected by the Board of Directors for election by the shareholders. In the case of vacancies to the Board, the Committee shall determine the nomination of directors to be elected by the Board.

RESPONSIBILITIES

The Committee, in consultation with the Chairman of the Board and the Chief Executive Officer, shall:

1. Review and make recommendations on the range of skills and expertise which should be represented on the Board, and the eligibility criteria for individual Board and committee membership. In the case of potential independent director candidates, such eligibility criteria shall be in accordance with applicable Securities and Exchange Commission and Nasdaq rules.

2. Review and recommend to the Board the appropriate structure of the Board.
3. Identify and recommend potential candidates for election or re-election to the Board.
4. Have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm, fees and other retention terms.
5. Review and recommend to the Board the appropriate structure of Board committees, recommend committee assignments and the position of chairman of each committee. Review and make recommendations to the Board on the Company's efforts to promote diversity among directors.
6. Assess succession planning for management and leadership of the Company.
7. Have authority to delegate any of its responsibilities to subcommittees or individuals as the Committee deems appropriate.
8. Have authority to obtain advice and assistance from internal and external legal, accounting or other advisers.
9. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
10. Annually evaluate its own performance.

REPORTING RESPONSIBILITY

All action taken by the Committee shall be reported to the Board at the next Board meeting following such action.

In addition, nomination matters may be discussed in executive session with the full Board during the course of the year.