

MAX & ERMA'S RESTAURANTS, INC.

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

AS ADOPTED DECEMBER 9, 2003

I. Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors of the Company to:

- identify individuals qualified to become Board members;
- recommend to the Board the director nominees for the next annual meeting of stockholders;
- lead the Board in its annual review of the Board's performance;
- recommend to the Board director nominees for each Board committee; and
- develop and recommend to the Board a set of corporate governance principles applicable to the Company.

II. Composition and Meetings

The Committee will be composed of no fewer than three members, each of whom shall satisfy the definition of "independent director" under the listing standards of The Nasdaq Stock Market. The Committee members will be appointed by the Board and shall serve until their successors are appointed and qualified. Committee members may be replaced by the Board. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by a majority vote of the Committee membership.

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. The Committee may request any officer or employee of the Company, its outside counsel, or independent auditor to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee. The Committee shall make regular reports to the Board on its activities.

The Committee shall have the authority to form and delegate any of its responsibilities to a subcommittee or subcommittees.

III. Authority, Duties and Responsibilities

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain and terminate any search firm to be used to identify director candidates and will have the sole authority to approve the search firm's fees and other retention items. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

The Committee shall develop criteria to identify and evaluate prospective candidates for the Board. The Committee shall look for candidates who, as a group, meet the Company's strategic needs; possess the highest personal values, judgment and integrity; have an understanding of the regulatory and policy environment in which the Company does its business; and have substantial experience which is of particular relevance to the Company.

The Committee shall oversee the evaluation of the Board and senior management.

The Committee shall develop policies on the size and composition of the Board. The Committee shall recommend to the Board all nominees for Board membership. The Committee shall recommend to the Board the appointment of Board members to committees of the Board.

The Committee shall develop and monitor implementation of the corporate governance principles, and shall review the guidelines periodically, as it deems necessary, and recommend appropriate changes.

The Committee shall formulate, administer, and oversee compliance with the Company's Code of Business Conduct and Ethics.

The Committee shall review this charter periodically for adequacy and recommend to the Board any necessary changes.

Unless otherwise determined by the Committee, the Committee shall consider stockholder recommendations regarding possible candidates for director, provided: (i) such recommendations are provided to the Committee in writing at least 120 days prior to the date of the next scheduled annual meeting; (ii) the nominating stockholder meets the eligibility requirements to submit a valid stockholder proposal under Rule 14a-8 of the Securities Exchange Act of 1934; and (iii) the stockholder describes the qualifications, attributes, skills, or other qualities of the recommended director candidate.

IV. Performance Review

The Committee shall conduct an annual performance evaluation of itself.