

**INTERNATIONAL SHIPHOLDING CORPORATION  
NOMINATING AND GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**CHARTER**

**Purpose**

The purpose of the Nominating and Governance Committee shall be to identify individuals qualified to become Board and Board Committee members, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of shareholders; develop and recommend to the Board a set of corporate governance principles applicable to the corporation, and oversee the evaluation of the Board and management.

**Committee Membership**

The Nominating and Governance Committee shall be composed of no fewer than three members. The members of the Nominating and Governance Committee shall meet the independence requirements of the New York Stock Exchange. The Nominating and Governance Committee members shall be appointed by the Board and may be replaced by the Board.

**Meetings**

The Nominating and Governance Committee shall meet as often as it determines, but at least annually.

**Committee Authority and Responsibilities**

The Nominating and Governance Committee shall have the following authority and responsibilities:

1. Evaluate and make recommendations to the full Board concerning the number and accountability of Board Committees, Committee structure and operations (including authority to delegate to sub-committees), Committee assignments and Committee membership, including the appointment and removal of Committee members.
2. Establish selection criteria for members of the Board of Directors in accordance with relevant law and New York Stock Exchange listing rules.
3. Make recommendations to the full Board concerning all nominees for Board membership. Stockholder nominees will be evaluated using the same criteria as other types of director nominees. In this regard, the Committee has the sole authority to hire and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
4. Periodically review and make recommendations to the full Board regarding director orientation and continuing education.
5. Solicit input from the full Board and conduct an annual review of the effectiveness of the operation of the Board and Board Committees, including an evaluation of its own performance.
6. Review the Committee's Charter annually and recommend proposed changes to the Board if necessary or advisable.
7. Develop and recommend to the full Board for its approval a set of corporate governance principles.
8. Oversee the annual evaluation process used to evaluate members of management.

9. The Nominating and Governance Committee shall make regular reports to the Board about committee activities, issues and related recommendations.
10. The Committee members will annually elect their Chairman.