

# **ACME UNITED CORPORATION**

## **Nominating Committee Charter**

### **I. Purpose of the Committee**

The primary responsibilities of the Nominating Committee (the “Committee”) of Acme United Corporation (the “Corporation”) are to assist the Board of Directors of the Corporation (the “Board”) by: (i) identifying individuals qualified to become Board members; (ii) recommending to the Board director nominees for each election or appointment of directors; and (iii) developing criteria for selecting qualified director candidates.

### **II. Committee Composition**

The Committee shall be comprised of at least two and not more than three members as the Board shall determine from time to time. The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected or appointed or their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board at any time with or without cause.

Each member shall meet the independence standards of the NYSE Alternext U.S. (or any successor thereto) and any other standards applicable under law or regulation. Each member shall be free from any relationship, which in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Board shall appoint one member of the Committee to serve as Chairperson of the Committee.

### **III. Committee Meetings**

The Committee shall hold at least one meeting per year and shall hold additional meetings as the Chairman of the Committee considers appropriate. A quorum for meetings shall exist when more than 50% of the members, but no less than two, are present. Members may participate in person, telephonically or via webcast.

The Chairperson shall be responsible for scheduling and presiding over meetings of the Committee, preparing meeting agendas and making reports to the Board of Directors.

A portion of each Committee meeting shall be conducted without any member of corporate management or other employees present, unless waived by unanimous vote of all Committee members present at the meeting.

### **IV. Responsibilities, Powers and Authority of the Committee**

In furtherance of the purposes of the Committee, the responsibilities, powers and authority of the Committee shall be to:

- Assist in identifying, interviewing and recruiting candidates for the Board.

- Establish criteria for the selection of new directors and seek and identify individuals qualified to become directors.
- Review qualifications, including capability, availability to serve, conflicts of interest, and other relevant facts before recommending an incumbent, replacement or additional director.
- Recommend to the Board (i) the number of directors to be elected, (ii) a list of individuals recommended for nomination for election to the Board at the next annual meeting or any special meeting of shareholders and (iii) any person(s) to be considered to fill a Board vacancy or a newly created directorship resulting from any increase in the authorized number of directors.
- Consider any nominations of director candidates validly submitted by shareholders in accordance with the provisions of the Corporation's By-Laws and any applicable rules and regulations promulgated by the Securities and Exchange Commission, the NYSE Alternext U.S. or other regulatory authorities.
- Form and delegate authority to subcommittees of the Committee and delegate authority to one or more designated members of the Committee, as appropriate.
- Maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- Make reports to the Board at its next regularly scheduled meeting following each meeting of the Committee.
- Retain search firms to assist in identifying director candidates, retain outside counsel and/or other advisors and approve all related fees and retention terms, at the sole discretion of the Committee.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.