

**CHARTER FOR THE
NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
ANALYSTS INTERNATIONAL CORPORATION**

1. PURPOSE

The Board of Directors (the “Board”) of Analysts International Corporation (the “Company”) has adopted this formal written charter to govern the operation of the Nominating and Governance Committee (the “Committee”). As provided herein, the Committee shall provide independent director oversight of director nominations and shall assist the Board in fulfilling its responsibilities to ensure that the Company is governed in a manner consistent with the interests of the shareholders of the Company and in compliance with applicable laws, regulations, rules and orders. The Committee is appointed by the Board to identify individuals qualified to become board members; to nominate director nominees to be considered for election by shareholders and for election by the Board; to advise the Board with respect to filling any vacancy or newly created directorship; to recommend to the Board a set of corporate governance guidelines if and when appropriate; to advise the Board about appropriate composition of the Board and its committees; and to oversee periodic evaluations of the Board.

2. COMMITTEE MEMBERSHIP

The Nominating and Governance Committee shall be comprised of two or more directors each of whom shall satisfy the independence and experience requirements of the Marketplace Rules of the NASDAQ Stock Market as well as applicable regulations, rules and orders of the Securities and Exchange Commission. Unless otherwise authorized by the Chair of the Board, the Committee shall not delegate any of its authority to any subcommittee.

On the recommendation of the Board, Committee members shall be appointed annually by the Board for terms of one year, or until their successors shall be duly elected and qualified, and may be removed by the Board in its discretion. The Board shall appoint one member of the Committee as Chair. He or she shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If a Committee Chair is not present at a meeting, the members of the Committee may designate a Chair.

3. MEETINGS; MINUTES

The Committee shall meet in person or electronically at least once a year and at such additional times as may be necessary to carry out its responsibilities. Meetings may be called by the Chair, the Chair of the Board or the Company’s Chief Executive Officer. A majority of members will constitute a quorum and will be able to conduct the business of the Committee.

The Committee will maintain written minutes of its meetings. Such minutes shall be provided to the Board and filed with the minutes of the meetings of the Board. Reports of any actions taken at meetings or by consent (by way of written action) shall be made by the Committee Chair to the Board at its next regularly scheduled meeting and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Committee Chair or his/her

delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

4. COMMITTEE RESOURCES

Subject to the approval of the Board and following consultation with senior management of the Company, the Committee shall have the right to use reasonable amounts of time of the Company's independent accountants, outside lawyers and internal staff in the performance of its responsibilities, and shall also have the authority, to the extent necessary and appropriate in the circumstances, to retain a search firm to be used to identify director candidates. The Company will provide appropriate funding for payment of compensation to any such advisors duly retained by the Committee. The Committee shall keep the Company's Chief Financial Officer advised as to the general range of anticipated expenses for outside advisors, and shall obtain the concurrence of the Board in advance of any such expenditures.

5. COMMITTEE AUTHORITY AND RESPONSIBILITIES

5.1 Authority. The Committee shall have the authority, and is entrusted with the responsibility, to do the following, as and when appropriate or necessary:

5.1.1 Identify and evaluate individuals qualified to become members of the Board.

5.1.2 Develop and recommend to the Board criteria (such as independence, experience relevant to the needs of the corporation, leadership qualities, diversity and ability to represent the shareholders) for the selection of individuals to be considered as candidates for election to the Board.

5.1.3 Recommend to the Board the candidates for director to be recommended by the Board for election at each annual meeting of the shareholders and to be added to the Board at other times, as necessary.

5.1.4 Periodically evaluate and make recommendations to the Board regarding the size and composition of the Board.

5.1.5 Periodically evaluate each new director candidate and each incumbent director in accordance with any general and specific qualifications, experience and characteristics which may have been approved by the Board or determined by the Committee from time to time. Such qualifications should reflect the individual's integrity, business ethics, strength of character, judgment, experience, competence as a member of the Board, availability and independence. (For the avoidance of doubt, effective March 29, 2004, the Board of Directors adopted a policy setting forth such qualifications, experience and characteristics, which policy remains in effect unless and until superseded by action of the Committee.)

5.1.6 Seek to identify potential director candidates to fill open positions, created either by vacancies, retirements, resignations, expansion of Board size or otherwise, including those nominated by shareholders.

5.1.7 Review tendered letters of resignation from any director and determine

whether action should be taken.

5.1.8 Take any and all other actions as may be required by the federal securities laws or other applicable laws or regulations regarding the nomination of directors.

5.1.9 Review issues and developments related to corporate governance matters and formulate and recommend governance standards to the Board as and when it deems appropriate.

5.1.10 Recommend to the Board the composition of each committee of the Board and the individual director to serve as chair of each committee.

5.1.11 Periodically consider recommending to the Board for approval a set of corporate governance guidelines, and when and if any such guidelines are adopted and approved by the Board, thereafter review these guidelines on an annual basis and recommend to the Board any changes deemed necessary or desirable.

5.1.12 Oversee the orientation and facilitate the continuing education of directors.

5.1.13 Ensure each committee of the Board has an annual review process for self-assessment of performance.

5.1.14 Conduct an annual performance evaluation of the Committee in accordance with procedures approved by the Committee.

5.1.15 Oversee the annual review of the Board including an annual assessment of the performance of the Board through solicitation of comments from all Board members. The Committee shall report annually to the Board with respect to its assessment of the Board's performance.

5.2 Reports. The Committee will make regular reports to the Board and will propose any necessary action to the Board.

5.3 Charter Review. The Committee shall annually review and reassess the adequacy of this charter and obtain the approval of the Board for any proposed changes to this charter.

6. EFFECTIVE DATE

This charter was adopted by resolution of the Board on October 28, 2008 and shall apply to the Nominating and Governance Committee from and after that date, to the exclusion of any and all prior charters of the Nominating and Governance Committee of the Company (and other committees serving a similar function).

7. DISCLOSURE OF CHARTER

This charter will be made available on the Company's website at www.analysts.com.

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