

POINT BLANK SOLUTIONS, INC.

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nominating & Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Point Blank Solutions, Inc. (the "Company"): (1) to identify and evaluate individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for each annual meeting of the Company's stockholders and from time to time fill vacancies on the Board; (2) to recommend to the Board the corporate governance guidelines and policies applicable to the Company; and (3) to oversee the evaluation of the Board and any director education programs. Such activities shall be conducted in a manner consistent with the Company's corporate governance guidelines and policies in effect from time to time.

II. Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of any securities exchange or trading system on which the Company's stock is listed.

The members of the Committee shall be appointed by the Board. Committee members may be replaced by the Board. There shall be a Chairman of the Committee, who shall be appointed by the Board.

III. Committee Goals, Authority and Responsibilities

1. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board. The Committee shall consider qualified candidates recommended by other members of the Board, management of the Company and Company stockholders of record. The Committee also may retain third party consultants and search firms to identify qualified director candidates. The Committee shall develop a policy for the consideration of director nominees from Company stockholders and shall publish such policy as part of the Company's Corporate Governance Guidelines (and include such disclosure in the Company's annual proxy statements).
2. In evaluating a candidate for director, the Committee shall consider, in addition to the criteria set forth in the Company's Corporate Governance Guidelines, such other criteria as the Committee shall consider appropriate under the circumstances, including the particular needs of the Board at the time of such evaluation. The Committee will assess whether a candidate possesses the integrity, judgment, knowledge, experience, skills and expertise that are likely to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties. The Committee shall also take into account, as applicable, the satisfaction of any independence requirements imposed by law, regulation, and the Company's corporate governance guidelines and policies.

3. The Committee shall make recommendations to the Board regarding the size and composition of the Board and its committees.
4. The Committee shall formally recommend to the Board the slate of directors to be elected at each annual meeting of the Company's stockholders.
5. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
6. The Committee shall develop and recommend to the Board an annual self-evaluation process of the Board and its committees, and shall oversee the annual self-evaluations as well as any formal or informal director education programs.
7. The Committee shall annually review its own performance.
8. The Committee shall periodically review and reassess the adequacy of the corporate governance guidelines and policies of the Company and recommend any proposed changes to the Board for approval.
9. The Committee may form and delegate authority to subcommittees when appropriate.
10. The Committee shall make regular reports to the Board and provide copies of minutes of Committee meetings to the Board, as appropriate.
11. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.