

Novanta Inc.
Nominating & Corporate Governance Committee Charter

This Nominating & Corporate Governance Committee Charter (“Charter”) was adopted by the Board of Directors (the “Board”) of Novanta Inc. and its domestic and foreign subsidiaries (collectively, the “Company”) on December 12, 2013.

I. Composition.

The Board of the Company will appoint from among its members a Nominating & Corporate Governance Committee (the “Committee”) and will designate one such member to serve as the Chair of the Committee. The Committee shall consist of no fewer than three (3) members of the Board, each of whom shall satisfy the independence requirements of the NASDAQ Stock Market LLC, subject to any available exception. Members of the Committee shall be appointed for one (1) year terms, and may be removed by the Board, with or without cause, at any time.

II. Purpose.

The purpose of the Committee is to: (a) identify individuals qualified to become Board members and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill any vacancies on the Board that arise between shareholder meetings; (b) develop and recommend to the Board a set of corporate governance principles applicable to the Company (the “Corporate Governance Guidelines”); (c) oversee the evaluation of the Board; and (d) review the qualifications of directors eligible to become members of the different committees of the Board, and recommend to the Board director nominees for each committee.

III. Meetings and Procedures.

The Chair (or in the Chair’s absence, a member of the Committee designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board. The Committee shall also have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provision of this Charter, the Company’s bylaws, the rules of any national securities exchange on which the Company’s securities are listed, or applicable law.

The Committee shall meet periodically as necessary, but not less than once annually, to fulfill its duties. The Chair shall report to the Board after each meeting of the Committee.

The Committee may, at its discretion, include in its meetings other members of the Board, members of the Company’s management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of

the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

IV. Powers and Responsibilities.

1. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines. The Committee will periodically review the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
2. Consistent with the Company's Corporate Governance Guidelines, the Committee shall review with the Board, on a periodic basis, the requisite skills and characteristics of new Board members as well as the composition and size of the Board as a whole.
3. At an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve, in accordance with the basic criteria regarding director qualifications set forth in the Corporate Governance Guidelines.
4. At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve, in accordance with the basic criteria regarding director qualifications set forth in the Corporate Governance Guidelines.
5. Notwithstanding paragraphs 3 and 4 above, if the Company is legally required by contract or otherwise to permit a third party to designate one or more of the directors to be elected or appointed, then the nomination or appointment of such directors shall be governed by such requirements.
6. The Committee shall review and make recommendations to the Board with regard to the Board's committee structure, review the qualifications of directors eligible to become members of the different committees of the Board, and recommend to the Board director nominees for each committee.
7. Consistent with the Company's Corporate Governance Guidelines, the Committee shall review the continued appropriateness of a director's Board membership in light of any change in the director's position relative to his or her position responsibility when elected to the Board and the circumstances of the Company.

8. The Committee shall annually oversee a review of the performance of the Board and discuss the results of this review with the full Board following the end of each fiscal year.
9. The Committee may consider, develop and recommend to the Board policies and procedures with respect to the nomination of directors.
10. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's articles of incorporation, bylaws, this Charter and the charters of the Company's other committees.
11. The Committee shall annually review the Committee's own performance and discuss the results of the performance review with the full Board.
12. The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.
13. The Committee shall periodically review and make recommendations to the Board with respect to the compensation of the Board's non-management directors.
14. The Committee shall participate with management in the annual review and placement of the Company's directors' and officers' insurance coverage. The review is to include coverage levels, premiums, terms and conditions of coverage, and broker recommendations. Following the review and selection process, the directors' and officers' insurance program will be presented by management to the full Board for its approval.

V. Other Provisions.

1. The Committee may form and delegate authority to subcommittees of the Committee, to the extent consistent with the Company's articles of association, bylaws, Corporate Governance Guidelines and applicable law and rules of any national securities exchange on which the Company's securities are listed.
2. The Committee may designate a non-member to serve as secretary at committee meetings to keep meeting minutes.
3. A current version of this Charter will be included on the Company's website.