

CHARTER
OF
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF
BGSF, INC.
(as amended, effective September 20, 2019)

MEMBERSHIP

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of BGSF, Inc., a Delaware corporation (the “Company”), shall consist of two or more directors. Subject to any exemption provided by the rules of the New York Stock Exchange LLC, each member of the Committee shall be independent in accordance with the rules of the New York Stock Exchange LLC.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process, developing and maintaining the Company’s corporate governance policies, and any related matters required by the federal securities laws.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

To identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures described in the Company’s proxy statement.

To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.

To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these guidelines periodically and to recommend any changes to the Board.

To oversee the Company’s corporate governance practices and procedures, including reviewing and recommending to the Board for approval any changes to the documents and policies in the Company’s corporate governance framework.

To develop, subject to approval by the Board, a process for an annual evaluation of the Board, its committees and management, and to oversee the conduct of this annual evaluation.

If a vacancy on the Board occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

To develop and recommend to the Board for approval standards for determining whether a director has a material relationship with the Company.

To review and discuss with management disclosure regarding the operations of the Committee and director independence and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

OUTSIDE ADVISORS

The Committee shall have the sole authority, in its sole discretion, to select, retain and obtain the advice and assistance of a director search firm as it deems necessary to fulfill its duties and responsibilities as set forth in this Charter. The Committee shall have the sole authority to set the compensation and terms applicable to the services, and shall oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of outside counsel and other advisors as it deems necessary to fulfill its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and terms applicable to the services, and oversee the work, of its outside counsel and such other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to director search firms, outside counsel and any other advisors. The Committee shall have the sole authority, in its sole discretion, to terminate the services of any director search firms, outside counsel or other advisors selected by the Committee.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least four times per year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.