

DYNAMIC MATERIALS CORPORATION

Charter of the Corporate Governance and Nominating Committee

Status

The Corporate Governance and Nominating Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Dynamic Materials Corporation (the “Company”).

Membership

The Committee shall consist of not fewer than three directors, all of whom, in the judgment of the Board, shall be independent in accordance with listing standards of The Nasdaq Stock Market.

Members of the Committee shall be appointed by resolution of the Board and shall serve at the pleasure of the Board. The members of the Committee shall serve one-year terms. Any member of the Committee may be removed at any time, with or without cause, by a resolution passed by a majority vote of the independent directors of the Board. Any vacancy in the Committee occurring for any cause shall be filled by a resolution of the Board.

Duties and Responsibilities

The Committee is responsible for considering and making recommendations to the Board concerning the appropriate size, functions and needs of the Board. The Committee may, at its sole discretion, engage director search firms and has the sole authority to approve the fees and other retention terms with respect to any such firms. The Committee also has the authority, as necessary and appropriate, to consult with outside advisors to assist in their duties to the Company. This responsibility includes:

- (i) developing and recommending to the Board the criteria for Board membership, including, among other things, integrity, independence, diversity of experience, leadership and the ability to exercise sound judgment;
- (ii) considering, recommending and recruiting candidates to fill new positions on the Board;
- (iii) reviewing candidates recommended by shareholders;
- (iv) conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates;
- (v) recommending the Director nominees for approval by the Board and the shareholders; and
- (vi) reviewing and monitoring the Code of Ethics.

The Committee's additional functions include:

- (i) consider questions of possible conflicts of interest of Board members and of our senior executives;
- (ii) monitor and recommend the functions of the various committees of the Board;
- (iii) recommend members of the committees;
- (iv) advise on changes in Board compensation;
- (v) make recommendations on the structure of Board meetings;
- (vi) recommend matters for consideration by the Board;
- (vii) consider matters of corporate governance, at least annually;
- (viii) review, periodically, our policy regarding the adoption of a Shareholder Rights Plan;
- (ix) establish Director retirement policies;
- (x) review the functions of the senior officers and to make recommendations on changes;
- (xi) review annually with the Chairman and Chief Executive Officer the job performance of elected corporate officers and other senior executives;
- (xii) review the outside activities of senior executives;
- (xiii) review periodically with the Chairman and Chief Executive Officer the succession plans relating to positions held by elected corporate officers, and to make recommendations to the Board with respect to the selection of individuals to occupy these positions;
- (xiv) oversee the evaluation of the Board and its committees; and
- (xv) prepare an annual performance evaluation of the Committee.