

## **CENTRAL SECURITIES CORPORATION**

### **NOMINATING COMMITTEE CHARTER**

#### **Committee Composition**

The Nominating Committee of Central Securities Corporation (the “Corporation”) shall be composed of all of the Independent Directors of the Corporation. Other Directors of the Corporation, while not serving as members of the Committee, nonetheless will be expected to have a role in the nominating process by identifying and recommending potential candidates to the Committee for its consideration, and by otherwise assisting the Committee in the discharge of its responsibilities.

#### **Board Nominations**

1. The Committee shall review candidates for and recommend to the Board of Directors nominations for Directors of the Corporation.
2. Persons nominated as Independent Directors may not be “interested persons” of the Corporation as that term is defined in the Investment Company Act of 1940, as amended (the “1940 Act”). With respect to such nominees, the Committee shall carefully evaluate their independence from any service providers to the Corporation. The Committee shall also consider the effect of any relationships beyond those delineated in the 1940 Act that might impair independence, *e.g.* business, financial or family relationships with the Corporation’s senior officers or with Corporation service providers. In determining nominees’ qualifications for Board membership, the Committee may consider such other factors as it may determine to be relevant to fulfilling the role of being a member of the Board of Directors.

#### **Other Powers and Responsibilities**

1. The Committee shall meet as necessary in connection with any vacancy on or addition to the Board, and otherwise from time to time as it deems appropriate to perform its responsibilities.
2. The Committee shall have the resources and authority appropriate to discharge its responsibilities. It may consult with counsel to the Corporation concerning the requirements of the 1940 Act applicable to the selection and qualification of independent directors.
3. The Committee shall recommend to the Board any revisions or modifications to this Charter that the Committee deems necessary or appropriate to the effective exercise of its responsibilities.