



CONNECTIONS MADE
IMPACT DELIVERED

NOMINATING AND CORPORATE GOVERNANCE

(as adopted December 2, 2010)

The Board of Directors (the “**Board**”) of Harte-Hanks, Inc., a Delaware corporation (the “**Company**”), has established the Nominating and Corporate Governance Committee (the “**Committee**”) and adopted this Nominating and Corporate Governance Committee Charter (as amended from time to time, the “**Charter**”).

I. PURPOSE

The primary functions of the Committee are to (a) develop, recommend to the Board, implement and maintain the Company’s corporate governance principles and policies, (b) identify, screen and recruit, consistent with criteria approved by the Board, qualified individuals to become Board members, (c) recommend that the Board select the director nominees for the next annual meeting of stockholders, (d) assist the Board in determining the appropriate size, function, operation and composition of the Board and its committees and (e) oversee the evaluation of the Board and management.

II. COMPOSITION

The Committee shall be comprised of the number of directors determined by the Board and consistent with the Company’s By-laws, all of whom must qualify as independent directors as defined by the rules of the New York Stock Exchange (the “**NYSE**”) and the Securities and Exchange Commission (the “**Commission**”).

The members of the Committee shall be appointed by majority vote of the full Board at a duly convened meeting of the Board. The Committee may recommend, and the Board will designate, one member of the Committee to serve as the Chairman of the Committee (the “**Chairman**”). If a Chairman is not designated or is not present at any meeting, the members of the Committee may designate a chairman for such meeting by majority vote of the Committee. The members of the Committee will serve until their resignation, retirement or removal, or the due appointment and qualification of their successors. A member of the Committee may be removed only by majority vote of the independent directors then in office, provided that the failure of the full Board to re-appoint a member during any reconstitution of the Committee at the first duly convened meeting of the Board following the annual meeting of stockholders will not constitute “removal” for this purpose. No reduction in the number of members constituting the full Committee shall have the effect of shortening the term of any incumbent member.

III. MEETINGS

The Committee’s rules of procedure shall be consistent with the By-laws of the Company and this Charter including any By-law provisions governing notice of meetings and waiver thereof. The Committee shall meet at least once annually, or more frequently as may be necessary to carry out its responsibilities. In addition, the Chairman or a majority of the members of the Committee may call a special meeting of the Committee. A majority of the members of the Committee shall constitute a quorum.

The Committee may appoint subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. Notwithstanding the foregoing (a) no subcommittee shall consist of fewer than two members, and (b) the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings and such minutes shall be maintained with the books and records of the Company.

IV. RESPONSIBILITIES AND DUTIES

The Committee shall have the power to perform the following:

Implement Corporate Governance Policies

A. Recommend policies to the Board to enhance the Board's effectiveness, including consideration of the appropriate size and composition of the Board and the frequency of Board meetings.

B. Develop and periodically review the corporate governance policies of the Company to ensure that such policies are appropriate for the Company and comply with the applicable laws, regulations, and NYSE listing standards, and to recommend any changes as necessary to the Board..

C. Create and recommend to the Board for adoption a corporate code of conduct for directors, officers, and employees, such as the Business Conduct Policy. Except for matters delegated by the Board to the Audit Committee of the Company, the Committee will oversee the implementation and enforcement of the Business Conduct Policy or other codes of conduct that may be adopted by the Board from time to time.

D. Develop and recommend to the Board a set of corporate governance principles applicable to the Company and review those principles at least annually.

E. Consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.

Assess Board Membership Needs and Recommend Board Nominees

F. Periodically assess the Board's composition so that the Board encompasses a broad range of skills, expertise, industry knowledge, diversity of opinion and contacts relevant to the Company's business and identify suitable candidates for consideration as nominees to the Board that will help strengthen and balance the Board and nominate candidates to fill vacancies accordingly. In identifying any candidates, the Committee shall consider whether each candidate would qualify as independent and each candidate's background, experience, expertise, financial acumen, diversity and other relevant criteria, including the number of other board assignments and ability and willingness to commit adequate time to Board and committee matters.

G. Recommend to the Board a slate of nominees of directors to be elected by the stockholders at the next annual meeting of stockholders and recommend to the Board any directors to be elected by the Board to fill vacancies. Committee recommendations may include a review of the performance and contribution of fellow directors as well as the qualifications of proposed new directors.

Make Recommendations Regarding Committee Memberships

H. Recommend directors to be selected for membership on Board committees. Committee recommendations may consider the qualifications for membership on each committee, the extent to which there should be a policy of periodic rotation of directors among the committees, and any limitations on the number of consecutive years a director should serve on any one Board committee.

I. Recommend that individual directors be designated as chairs of Board committees, particularly those committees that perform an oversight function, such as the Company's Audit Committee and Compensation Committee.

Evaluation of the Board and Management

J. Establish procedures for the committee to oversee performance evaluations for the Board as a whole, the directors and management.

K. Participate with management in the review of director and officer insurance needs and the means of satisfying such insurance needs.

L. Periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary personnel to perform its oversight function effectively.

V. PERFORMANCE EVALUATION

The Committee shall conduct a self-evaluation of its performance annually, which evaluation shall compare the performance of the Committee with the requirements of this Charter. In conducting its self-evaluation, the Committee may address all matters that it considers relevant to its performance, including the following:

A. The adequacy, appropriateness and quality of the information and recommendations presented to the Committee by management and by the Committee to the Board.

B. The manner in which the information and recommendations were discussed or debated.

C. Whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a written report setting forth the results of any self-evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's corporate governance policies and procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's authority and responsibilities, and may retain, at the Company's expense, such outside advisors as it deems necessary or appropriate.

The Committee shall have the sole authority to retain or terminate any consulting firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to approve related fees and retention terms for any such consulting firm, counsel or other advisors. The Company shall provide appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and for payment of compensation to the outside legal, accounting or other advisors employed by the Committee.

VII. RELATED-PARTY TRANSACTIONS

Except for matters delegated by the Board to the Audit Committee of the Company, all proposed related-party transactions and conflicts of interest should be presented to the Committee for its consideration. If required by law, NYSE rules or SEC regulations, such transactions must obtain Committee approval. The term "related-party transaction" shall be consistent with the definition provided in SEC Regulation S-K, Item 404(a). The term "conflict of interest" is defined in the Company's Business Conduct Policy.

VIII. MISCELLANEOUS

The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.

This Charter, and any amendments hereto, shall be displayed on the Company's website and a printed copy of such shall be made available to any stockholder of the Company who requests it.