

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
STURM, RUGER & COMPANY, INC.**

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is responsible to the Board of Directors (the “Board”) for: identifying, vetting and nominating potential Directors; ensuring that management creates and maintains an active and robust management development program; establishing and developing the Company’s corporate governance policies and maintaining and supervising the Company’s corporate governance program.

II. Composition and Qualifications

The Committee shall consist of a minimum of three Directors, each of whom meets the standards of independence established by the Securities and Exchange Commission and the New York Stock Exchange.

The members of the Committee shall be elected by the Board annually and shall serve until their successors are duly elected and qualified, or until their earlier resignation or removal. The members may be removed, with or without cause, by a majority vote of the Board. Unless a chairman of the committee (the “Chairman”) is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the Committee.

III. Meetings

The Committee shall meet at least two times annually, or more frequently when circumstances so dictate. When necessary and appropriate, telephone meetings may be held. The presence of a majority of the Committee members will constitute a quorum for the transaction of business.

IV. Responsibility and Processes

The responsibilities and processes of the Committee set forth below shall serve as a guide, with the understanding that the Committee may alter or supplement them with policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee. The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that it deems appropriate, and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

The following shall be the recurring responsibilities and processes of the Committee:

A. *Board Selection, Composition and Evaluation*

- (1) Establish criteria for the selection of new Directors, including, but not limited to, career specialization, technical skills, strength of character, independent thought, practical wisdom, mature judgment, gender, and ethnic diversity.
- (2) Identify and vet individuals believed to be qualified to serve on the Board and recommend that the Board select the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. Consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement.
- (3) Conduct inquiries into the backgrounds and qualifications of candidates to serve on the Board. In that connection, the Committee is authorized to do its own studies and shall also have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates, including sole authority to approve the fees payable to such search firm and any other terms of retention.
- (4) Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
- (5) Consider matters relating to the retirement of members of the Board.
- (6) Review any director resignation letter tendered in accordance with the Company's director resignation policies and evaluate and recommend to the Board whether such resignation should be accepted.
- (7) Review and make recommendations to the Board regarding whether a Director should stand for re-election.
- (8) Review and make recommendations to the Board regarding the composition and size of the Board.
- (9) Oversee the evaluation of, at least annually, of the Chairman and Chief Executive Officer (to the extent such evaluation is not conducted by the Board or the Compensation Committee), Officers of the Company, and the Directors.

B. *Committee Selection, Composition and Evaluation*

- (1) Recommend Directors to serve on committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of the Committee.
- (2) Recommend a Director to serve as chairman of each committee of the Board.

(3) Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board (including the authority of each committee to delegate to subcommittees), the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of Directors among the committees and recommend any term limitations of service on any Board committee.

(4) Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of any such committees.

C. Management Development and Evaluation

(1) Assist management in developing an active and robust program to identify and develop high potential employees.

(2) Encourage management to provide to the Board a well-reasoned succession plan for each critical function represented on the management team.

(3) Provide a template on which high potential employees can be reviewed and evaluated for strengths, weaknesses, developmental needs, and next steps (as a responsibility of the immediate supervisor).

(4) Review, at least annually, the progress on the above for the top ten "high potential individuals", ensuring that each critical function is represented at least once in such review.

(5) Review, at least annually, the succession planning grid for each manager of a critical corporate function (executive team).

(6) Report to the full Board at least annually on the items above and recommend to management and the Board further development efforts needed for certain individuals as required.

D. Corporate Governance

(1) Consider the adequacy of the certificate of incorporation, the by-laws and the other documents and policies of the Corporation relevant to corporate governance issues, and recommend to the Board any amendments thereto.

(2) Develop and recommend to the Board a set of corporate governance guidelines and review such guidelines at least annually.

(3) Consider policies relating to meetings of the Board.

E. Reports

- (1) Report to the Board, at least annually or as otherwise requested by the Board, concerning any of its meetings, findings or recommendations.
- (2) Maintain minutes of meetings and other activities of the Committee.

V. Reliance on Information Provided

In adopting this Charter, the Board acknowledges that the Committee members are not employees of the Company, and are not providing any expert or special assurance as to the Company's nominating or corporate governance process. Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee by such persons or organizations, absent actual knowledge to the contrary.

VI. Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of its performances and its members, including, but not limited to, a review of the Committee's compliance with this Charter. The Committee shall conduct such evaluation and reviews in such a manner, as it deems appropriate.