

**APPLE COMPUTER, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Purpose:**

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors of Apple Computer, Inc. shall be:

- To consider and report periodically to the Board of Directors on matters relating to the identification, selection and qualification of the Board of Directors and candidates nominated to the Board of Directors;
- To monitor a process to assess the effectiveness of the Board; and
- To develop and implement corporate governance guidelines.

**Membership:**

The Committee shall consist of three or more directors designated as members of the Nominating and Corporate Governance Committee by the full Board of Directors. The Committee shall be appointed by, and will serve at the discretion of, the Board of Directors. Each member shall be “independent” in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of the Nasdaq Stock Market.

**Responsibilities:**

The responsibilities of the Committee shall be:

- Developing and recommending to the Board of Directors specific guidelines and criteria for screening and selecting nominees to the Board of Directors;
- Reviewing the qualifications of, and recommending to the Board of Directors, those persons to be nominated for membership on the Board of Directors and to be elected by the Board to fill vacancies and newly created directorships;
- Developing a pool of potential director candidates for consideration in the event of a vacancy on the Board of Directors;
- Considering shareholder nominees for election to the Board of Directors;
- Developing and recommending to the Board of Directors for its approval an annual performance evaluation process of the Board and its committees;

- Overseeing and reporting to the Board of Directors regarding the annual performance evaluation process including the evaluation of the Committee itself;
- Considering the performance of incumbent members of the Board of Directors in determining whether to recommend that they be nominated for reelection;
- Reviewing the Committee structure and making recommendations to the Board of Directors concerning the size, structure and composition of the Board of Directors and its committees;
- Considering and making recommendations to the Board of Directors regarding compensation for members of the Board of Directors and its committees;
- Performing such other functions and duties as may be requested by the Board of Directors from time to time;
- Reviewing this Charter and the corporate governance guidelines annually, or more frequently if appropriate, and recommending any proposed changes to the Board of Directors.

The Committee shall report regularly to the Board of Directors. The Committee shall have authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion and to retain, terminate and obtain advice, reports or opinions from search firms or other internal or outside advisors and legal counsel in the performance of its responsibilities, and shall have the sole authority to approve related fees and retention terms.

**Meetings:**

The Committee may establish its own schedule for meetings throughout the year, and shall determine the number of meetings necessary and proper for the conduct of its business.

**Minutes:**

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board of Directors.