



RESTORATION HARDWARE HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. AUTHORITY AND PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Restoration Hardware Holdings, Inc. (the “Company”) is appointed by the Company’s Board to identify individuals qualified to become Board members, develop and recommend to the Board a set of corporate governance guidelines, and undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s Amended and Restated Bylaws (the “Bylaws”) and by applicable law.

II. COMMITTEE MEMBERSHIP

The Committee members (each, a “Member” and collectively, the “Members”) shall be appointed by the Board and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Committee members may be removed at any time by vote of the Board.

The Committee will consist of no fewer than two members of the Board. Each member of the Committee shall meet applicable independence requirements for membership of a Nominating Committee in accordance with listing standards of the New York Stock Exchange (“NYSE”). Reference to listing standards of the NYSE shall mean the NYSE’s listing standards and listing requirements and rules of the Securities and Exchange Commission (the “SEC”) applicable to companies listed on the NYSE.

III. STRUCTURE AND MEETINGS

The Committee shall conduct its business in accordance with this Charter, the Bylaws and any direction by the Board. The Committee chairperson shall be designated by the Board, or, if it does not do so, the Members shall elect a chairperson by a vote of the majority of the full Committee.

The Committee shall meet from time to time at a time and place determined by the Committee chairperson, with meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members may participate in a meeting of the Committee by means of conference call or similar communications equipment by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting. A majority of the Committee shall constitute a quorum for the transaction of business.

The Committee chairperson will preside at each meeting and, in consultation with the other Members, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee (or other member designated by the chairperson or the Committee in the chairperson’s absence) shall regularly report to the full Board on its proceedings. The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

As necessary or desirable, the chairperson of the Committee may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate. The Board may assign any duties of the Committee outlined in this Charter to another committee of the Board in whole or in part from time to time as the Board may determine subject to the listing requirements of the NYSE.

IV. DUTIES AND RESPONSIBILITIES

The duties of the Committee shall include, without limitation, the following:

1. Consider and make recommendations to the Board with respect to the nominations or elections of directors of the Company in connection with the slate of directors proposed for stockholder approval at annual meetings of stockholders and vacancies occurring on the Board from time to time, including vacancies resulting from an increase in the size of the Board, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate such nomination, unless required by contract or requested by the Board.
2. Consider qualifications for Board membership, which qualifications may include, among others: (a) the highest personal and professional integrity, (b) demonstrated exceptional ability and judgment, (c) broad experience in business, finance or administration, (d) familiarity with the Company's industry, (e) ability to serve the long-term interests of the Company's stockholders, (f) sufficient time available to devote to the affairs of the Company, (g) ability to provide continuing service to promote stability and continuity in the boardroom and provide the benefit of familiarity and insight into the Company's affairs that directors would accumulate during their tenure, (h) ability to help the Board work as a collective body and (i) experience, areas of expertise, as well as other factors relative to the overall composition of the Board.
3. Review and assess the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee shall bear in mind that the foremost responsibility of a director of a Company is to represent the interests of the stockholders as a whole.
4. Consider the value to the Company of procuring continuing service from a number of qualified incumbent directors to promote stability and continuity in the boardroom, contribute to the Board's ability to work as a collective body and give the Company the benefit of familiarity and insight into the Company's affairs that directors would accumulate during their tenure.
5. Review and reassess, periodically, the adequacy of this Charter and make recommendations to the Board regarding any revisions to this Charter from time to time as appropriate.
6. Perform an annual evaluation of the Committee's own performance.

In addition, the Committee's duties shall also include the following:

1. Developing and recommending to the Board and overseeing a set of corporate governance guidelines applicable to the Company and the operations of the Board that may include (i)

director qualifications and responsibilities including committee membership qualifications, and (ii) responsibilities and operations of key Board committees including committee membership, appointment, renewal and reporting by committees to the Board.

2. Overseeing the evaluation of the Board and the process for evaluation of management on an annual basis.

3. Sole authority to retain and terminate any director search firm or advisor, including sole authority to approve the applicable fees and other retention terms.

V. COMMITTEE RESOURCES

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates and to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

VI. CONSIDERATION OF DIRECTOR CANDIDATES RECOMMENDED BY STOCKHOLDERS

It is the policy of the Committee to consider any director candidates recommended by stockholders of the Company, provided the information regarding director candidates recommended by stockholders is submitted to the Committee in compliance with this Charter.

VII. PROCEDURES FOR SUBMISSION OF DIRECTOR CANDIDATES RECOMMENDED BY STOCKHOLDERS TO THE COMMITTEE

Director candidate nominations from stockholders to the Committee must be provided in writing and must include (a)(1) the candidate's name, age, business address and residence address, (2) the candidate's biographical information, including educational information, principal occupation or employment, past work experience (including all positions held during the past five years), personal references, and service on boards of directors or other material positions that the candidate currently holds or has held during the prior three years, (3) the class and number of shares of the Company which are beneficially owned by the candidate, (4) any potential conflicts of interest that might prevent or otherwise limit the candidate from serving as an effective member, and (5) any other information pertinent to the qualification of the candidate, and (b)(1) the name and record address of the stockholder making the recommendation, and (2) the class and number of shares of the Company which are beneficially owned by such stockholder and the period of time such shares have been held, including whether such shares have been held for in excess of one year prior to the date of the recommendation. These director candidate recommendation materials are to be sent to the Secretary of the Company, at the address of the Company's principal executive offices, and may be submitted at any time.

Notwithstanding the foregoing, for inclusion of the director candidate nominated by a stockholder in the slate of director nominees for approval by stockholders of the Company in connection with a special meeting or annual meeting of stockholders and for inclusion of information relating to such director candidate in the Company's proxy statement relating to such a meeting, the stockholder must submit the relevant information set forth above and other information reasonably requested by the Company within the timeframe proscribed in Rule 14a-8 of Regulation 14A under the Securities Exchange Act of 1934, as amended ("Regulation 14A"). Such stockholder shall further comply with the Company's by-laws, and any additional requirements under Regulation 14A and other applicable rules and regulations.

VIII. QUALIFICATIONS OF BOARD CANDIDATES

There are no specific, minimum qualifications that the Committee shall require to be met by a Committee-recommended nominee for a position on the Board, nor are there any specific qualities or skills that are necessary for one or more of the Company's directors to possess, other than as are necessary to meet specific requirements under the rules of the SEC and listing standards of the NYSE.

IX. PROCESS FOR IDENTIFICATION AND EVALUATION OF DIRECTOR CANDIDATES

The Committee's process for identifying and evaluating nominees for director, including nominees recommended by stockholders, shall involve (with or without the assistance of a retained search firm) compiling names of potentially eligible candidates, vetting candidates' qualifications, conducting background and reference checks, conducting interviews with candidates and/or others (as schedules permit), meeting to consider and recommend final candidates to the Board and, as appropriate, preparing and presenting to the Board an analysis with regard to particular, recommended candidates. There shall be no differences in the manner in which the Committee evaluates nominees for director based on whether the nominee is recommended by a stockholder.

X. DISCLOSURE OF CHARTER

This Charter will be made available on the Company's Web site.