

ROCKFORD CORPORATION
Governance and Nominating Committee

1. Organization

This charter governs the Governance and Nominating Committee of Rockford Corporation's Board of Directors. The committee will consist of at least two directors appointed by the Board. Each committee member will be independent, as defined in Rockford's Corporate Governance Guidelines. No committee member will have any relationship that, in the Board's opinion, would interfere with the member's exercise of independent judgment.

2. Purpose

The Board believes that it is in the best interests of Rockford and its shareholders to obtain highly qualified candidates to serve as members of the Board of Directors. The Governance and Nominating Committee's purpose is to seek and recommend to the Board a slate of qualified director nominees for election to the Board. In addition, the Governance and Nominating Committee oversees matters of corporate governance, including the composition of the Board's standing committees and the evaluation of Board performance and processes.

3. Responsibilities

The Governance and Nominating Committee's responsibilities include:

- Identifying, recruiting and recommending to the Board qualified candidates to be nominated for election to the Board. In doing so, the committee will accept and consider recommendations from any Rockford shareholder, although it will nominate persons recommended by shareholders only if it determines that the nominee qualifies under Rockford's Corporate Governance Guidelines;
- Recommending committee assignments and committee chairpersons for approval by the Board;
- Evaluating and reporting to the Board on the performance and effectiveness of the Board and each member of the Board in light of the best interests of the shareholders;
- Reviewing issues involving potential conflicts of interest or lack of independence affecting any director;
- Recommending any changes in the number of members that will serve on the Board;
- Periodically reviewing Rockford's Corporate Governance Guidelines and recommending any necessary changes to the Board; and

- Reviewing additional corporate governance matters deemed necessary or appropriate by the Board.

4. Meetings and Reports

The Governance and Nominating Committee will meet at least once annually to evaluate and make recommendations to the Board of qualified candidates for election to the Board at Rockford's annual meeting. Additional meetings will be held as the committee or Board deems appropriate. The committee will promptly report the results of the Committee's activities and meetings and will maintain written minutes of its meetings to be filed in Rockford's official minute book.