

**CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF EMAGIN CORPORATION
(as amended November 14, 2012)**

This charter governs the operations of the Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of eMagin Corporation (the "Company"). At least annually, the Committee shall review and reassess this charter and recommend any proposed changes to the Board for its approval and shall establish an annual schedule of agenda items for the Committee's meetings. The Company shall make this charter available on its website at www.emagin.com.

Role of the Governance and Nominating Committee

The primary purpose of the Governance and Nominating Committee is to assist the Board in identifying and recommending individuals for nomination as members of the Board and Committees and to strengthen the practices, and operation of the Board in order to contribute to value creation and effective representation of the Company's shareholders.

Composition of the Governance and Nominating Committee

The Committee shall be composed of at least 3 members of the Board, each of whom is, in the business judgment of the Board, "independent" under the rules of the NYSE MKT and the Securities and Exchange Commission. The members of the Committee and the Committee's chair shall be appointed annually and may be replaced by the Board.

Authority

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain counsel and other experts or consultants. Further, the Committee shall have the sole authority to select, retain, and terminate any search firm to be used to identify Director candidates and to approve the search firm fees and retention terms.

Meetings

The Committee shall meet not fewer than twice per year and additional meetings may be convened as circumstances warrant.

Committee Duties and Responsibilities

Responsibilities of the Committee include, but are not limited to, the following:

- 1) If necessary or desirable in the opinion of the Committee, develop and recommend to the Board corporate governance principles applicable to the Company, and review those principles annually, including the charter of this Committee. The Committee shall monitor and evaluate annually how effectively the Board and the Company have implemented the policies and principles of the governance guidelines.
- 2) Recommend to the Board the structure, composition and functions of the committees of the Board and identify Board members qualified to serve on these committees; recommend the size of the Board.
- 3) Initiate and oversee an annual evaluation of the Board.

- 4) Initiate and oversee an annual evaluation of the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and Committee meetings and other activities of the directors.
- 4) Recommend to the Board nominees for election as directors. In carrying out this responsibility, the Committee shall:
- (a) Establish and periodically reevaluate criteria for Board membership, including independence standards; determine as necessary the portfolio of skills, experience, perspective and background required for the effective functioning of the Board considering the Company's strategy, and its regulatory and market environments.
 - (b) Search for, recruit, screen and select candidates for new directors as necessary, considering management's and stockholder's recommendations.
 - (c) Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board, including recommendation to the Board for the removal of a director where appropriate.