

**FEDERAL SIGNAL CORPORATION
BOARD OF DIRECTORS
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Federal Signal Corporation (“Company”) to identify individuals qualified to become Board members, and recommend that the Board select the director nominees for the next annual meeting of stockholders; develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company, and to undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

Committee Membership, Structure and Operations

- A. *Number and Qualifications.* The Committee shall consist of no fewer than three members. Each member of the Committee must meet the independence requirements of the New York Stock Exchange.
- B. *Appointment, Removal and Resignations.* The Board shall appoint the members and Chairman of the Nominating & Governance Committee, considering the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. Committee members may be replaced by the Board at any time. Notwithstanding the above, any member of the Committee may resign upon providing at least thirty days prior written notice to the Board.
- C. *Chair and Guidelines.* Except as expressly provided in this Charter, the by-laws of the Company or the Corporate Governance Guidelines of the Company, the Committee shall fix its own rules of procedure as may from time to time be necessary and proper for the conduct of the Committee’s business in conformity with the applicable laws, rules and regulations.
- D. *Meetings.* The Committee shall meet at least once a year or more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum and such majority shall be able to conduct any business brought before the Committee. The Committee shall make regular reports to the Board including after each Committee meeting.
- E. *Subcommittees.* The Committee may form and delegate authority to subcommittees when appropriate.
- F. *Annual Review and Assessment.* The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual self-evaluation of the Committee’s performance in accordance with the applicable laws, rules and regulations.

Committee Authority and Responsibilities

- A. *Director Selection Criteria.* The Committee shall develop qualification criteria for Board members.
- B. *Consideration of Board Nominees.* The Committee shall actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with the Corporate Governance Guidelines. The Committee shall review and consider candidates recommended by stockholders for nomination to the Board. In connection with its annual recommendation of nominees, the Committee shall assess the contributions of those directors slated for re-election in light of the qualification criteria, performance and the perceived needs of the Board.
- C. *Retention of Advisors.* The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- D. *Recommendations regarding Company Executive Officer Positions.* The Committee shall review the structure of the officer positions needed for the proper governance of the Company and make recommendations to the Board as appropriate.
- E. *Governance Guidelines.* The Committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- F. *Review of Board and Committee Functions.* The Committee shall review annually, or more often if appropriate, the directors who are members (including qualifications and requirements), structure (including authority to delegate) and performance of committees of the Board (including reporting to the Board), and make recommendations to the Board, as appropriate.
- G. *Advisor to the Board on Organizational and Governance Structure and Conduct.* The Committee shall serve in an advisory capacity to the Board and Chairman of the Board on matters of organizational and governance structure of the Company and the conduct of the Board.
- H. *Assessment of Board Performance.* The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board annually.
- I. *Board Compensation.* The Committee shall advise on changes in Board compensation including cash, equity based awards and other compensation.