

NOMINATING COMMITTEE CHARTER

Nominating Committee Charter

- 1.** Members. The Board of Directors (" Board of Directors ") of PFSweb, Inc. (" Company ") shall appoint a Nominating Committee (" Committee ") of at least two directors, one of whom may be designated as chairperson. To the extent applicable, each member of the Committee shall meet the independence requirements of the Securities and Exchange Commission and the principal exchange upon which the Company's Common Stock is traded. Members of the Committee shall be appointed and may be removed by the Board of Directors.
- 2.** Purposes, Duties, and Responsibilities. The purposes of the Committee shall be to identify individuals qualified to become members of the Board of Directors consistent with criteria approved by the Board of Directors and to recommend to the Board of Directors director nominees for the annual meeting of stockholders. Specifically, the duties and responsibilities of the Committee shall include, but are not limited to:
 - 1.** Developing and recommending to the Board of Directors criteria to identify and evaluate prospective candidates for the Board of Directors.
 - 2.** Identifying and reviewing the qualifications of potential nominees for the Board of Directors, including incumbent directors and candidates recommended by shareholders.
 - 3.** Recommending to the Board of Directors potential nominees to the Board of Directors.
 - 4.** Annually evaluating the performance of the Committee.
 - 5.** Reviewing and assessing the adequacy of the Committee's Charter on an annual basis, and recommending changes if the Committee determines changes are appropriate.
- 3.** Meetings. The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, generally annually each year, either in person or telephonically. The Committee shall report to the full Board of Directors with respect to its meeting. The majority of the members of the Committee shall constitute a quorum.

Outside Advisors. The Committee will have the authority, and shall have appropriate funding from the Company, to retain such outside consultants, experts, and other advisors as it determines appropriate to assist it in the performance of its functions.