



The ADT Corporation

Nominating and Governance Committee Charter

December 2013

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Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the board of directors (the “board”) of The ADT Corporation (the “Company”) to:

- a. Identify individuals qualified to become board members, consistent with criteria approved by the board;
- b. Recommend that the board select director nominees for the annual meeting of stockholders;
- c. Develop and recommend to the board a set of corporate governance principles applicable to the Company;
- d. Oversee the evaluation of the board and management;
- e. Play a leadership role in the Company’s corporate governance policies; and
- f. Any related matters required by federal securities laws.

Authority

The Committee has authority to take appropriate actions necessary to discharge its responsibilities. Such authority includes but is not limited to the power to:

- a. Retain and terminate outside counsel, accountants, outside advisors, consultants, or others to assist in the conduct of an investigation or as it determines appropriate to advise or assist in the performance of its functions. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm, outside counsel, accountants, consultants or other advisors retained by the Committee.
- b. Seek any information it requires from employees or external parties. Employees and external parties will be directed to cooperate and comply with the Committee’s requests.
- c. Meet with the senior internal auditor, Company officers, external auditors, or outside counsel, as necessary.

Composition

The Committee shall have at least three members, each of whom shall meet the independence requirements of the New York Stock Exchange and the Company’s Board Governance Principles. The independent directors of the board shall appoint the members and the chair of the Committee.

Meetings

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the board with respect to its

activities.

Responsibilities

Among its specific responsibilities, the Committee shall:

1. Establish criteria and qualifications for board membership, including standards for assessing independence. These criteria and qualifications shall include, among other things:
 - a. The highest ethical standards and integrity;
 - b. A willingness to act on and be accountable for board decisions;
 - c. An ability to provide wise, informed, and thoughtful counsel to top management on a range of issues;
 - d. A history of achievement that reflects superior standards for the director candidate and others;
 - e. Loyalty and commitment to driving the success of the Company;
 - f. An ability to take tough positions while at the same time working as a team player; and
 - g. A background that provides a portfolio of experience and knowledge commensurate with the Company's needs.
2. Identify and consider candidates, including those recommended by the Company's stockholders and others pursuant to the procedures set forth in the Company's Board Governance Principles and described in the Company's annual proxy statement, to fill positions on the board, and assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the board.
3. Recommend to the board candidates for election or reelection at each annual meeting of stockholders.
4. Recommend to the board candidates for appointment to the Compensation and Audit Committees and their committee chairs and consider periodic rotation of committee members. The full board shall select candidates for appointment to the Committee.
5. Annually review the Company's corporate governance processes and its governance principles, including such issues as the board's organization, membership terms, and the structure and frequency of board meetings, and recommend appropriate changes to the board.
6. Consider questions of possible conflicts of interest involving board members and senior executives, in collaboration with the Audit Committee, and initiate appropriate action to address any such conflicts.
7. Establish, in collaboration with the Compensation Committee, compensation for directors.
8. Review periodically the succession plan relating to the position of CEO, and make recommendations to the board regarding the selection of possible successors to fill this position.
9. Oversee the orientation program for new directors and continuing education of current directors.
10. Monitor the functions of the board and its committees, as set forth in their respective charters, and coordinate and oversee annual self-assessments of the board's and each committee of the board's performance and procedures. In particular, the self-assessment

will solicit feedback from the directors about:

- a. Overall effectiveness**
- b. Composition and structure**
- c. Culture**
- d. Focus**
- e. Information and resources**
- f. Process**

The Chairman, in consultation with all other board members, will conduct an assessment of individual board members on an annual basis. Feedback from this process will be provided to board members, as appropriate.

- 11. Assess annually the Committee's and individual members' performance of the duties specified in this Charter and report its findings to the board.**
- 12. Oversee the Company's Environmental, Health, & Safety management program.**
- 13. Ensure the appropriate process is in place to perform and review the Company's enterprise-wide risk assessments.**
- 14. Periodically review stockholder communications sent to the Company.**
- 15. Annually review and assess the adequacy of this Charter and recommend any proposed changes to the board.**
- 16. Approve the Company's Guidelines for Related Party Transactions and any revisions, amendments or exceptions thereof and review and approve any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) in accordance with the Guidelines.**