

FIRSTHAND TECHNOLOGY VALUE FUND, INC.

NOMINATING COMMITTEE CHARTER

I. Purpose

1. The purpose of the Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Firsthand Technology Value Fund, Inc. (the “*Company*”) is to identify qualified individuals to become Board members; recommend to the Board individuals to be designated as nominees for election as directors at the next annual meeting of stockholders; recommend to the Board nominees to fill vacancies on the Board or a committee of the Board; develop and review periodically the corporate governance principles applicable to the Company; and monitor and oversee the evaluation of the Board and committee effectiveness.

2. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws and applicable law. Except as otherwise expressly provided herein, the powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

II. Membership

1. The Committee shall be comprised of not fewer than two members of the Board. The Committee shall consist of all the Independent Directors (as defined below), except as otherwise required by the Listing Rules (the “*Nasdaq Listing Rules*”) of the Nasdaq Stock Market (“*Nasdaq*”).

2. The members of the Committee, including, but not limited to, the Chairperson of the Committee (the “*Chair*”), shall be appointed by the Board, which shall consider any recommendation of the Committee, and the applicable Nasdaq Listing Rules when appointing members of the Committee. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements of membership provided herein.

III. Meetings and Procedures

1. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

2. The Committee shall meet as often as it deems necessary or desirable in order to perform its responsibilities. The Committee shall ordinarily meet in person; however, members may attend telephonically or by video conference, and the Committee may act by written consent, to the extent permitted by law and the Company’s bylaws. A majority of the members of the Committee shall

constitute a quorum for the transaction of business during any meeting of the Committee. The action of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the action of the Committee. The Committee shall cause minutes of its meetings to be prepared.

3. In discharging their duties, the members of the Committee are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the Company whom the member reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants, or other persons as to matters the member reasonably believes are within the person's professional or expert competence; or (c) another Board committee on which the member does not sit, as to a matter within such committee's designated authority, if the director reasonably believes the committee to merit confidence.

4. The Committee may, in its discretion, invite other directors of the Company, members of the Company's management, consultants, the internal and/or external legal counsel to the Company or any other person whose presence the Committee believes to be desirable and appropriate to attend and observe meetings of the Committee.

5. The Committee shall (a) have the authority, in its sole discretion, to retain or obtain the advice of any consultant, legal counsel, or other advisors as the Committee deems necessary or appropriate to carry out its responsibilities and (b) be directly responsible for the appointment, compensation and oversight of the work of any consultant, legal counsel and other advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a consultant, legal counsel or any other advisor retained by the Committee.

6. The Committee may conduct or authorize investigations, including, but not limited to, through the use of independent counsel, experts or advisors, into any matters within the scope of the powers and responsibilities delegated to the Committee, shall have full access to all books, facilities, records and personnel when necessary or advisable and shall have authority to request any officer or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

IV. Powers and Responsibilities

1. At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

2. At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

3. For purposes of (1) and (2) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- leadership, independence, interpersonal skills, financial acumen and professional background;

- personal and professional integrity, ethics and values;
- experience in corporate governance, including as an officer, board member or senior executive or as a former officer, board member or senior executive of a publicly held company, and a general understanding of finance and other elements relevant to the success of a publicly traded company in today's business environment;
- experience in the Company's industry and taking into account the interests of the Company's various stakeholders;
- experience as a board member of another publicly held company;
- academic expertise in an area of the Company's operations;
- diversity of experience, profession, expertise, skill and background (including with respect to race and gender), both on an individual level and in relation to the Board as a whole;
- practical and mature business judgment, including the ability to make independent analytical inquiries; and
- the nature of and time involved in a director's service on other boards and/or committees.

In addition, in determining whether to recommend a director for re-election, the Committee also may consider the director's past attendance at meetings and participation in and contributions to the activities of the Board. Director selection should include at least enough independent directors to comply with the rules and regulations of the Nasdaq, the Investment Company Act of 1940, as amended (the "**1940 Act**"), the Company's Corporate Governance Principles as well as applicable regulations, rules and order of the Securities and Exchange Commission (the "**SEC**") (each such independent director, an "**Independent Director**" and collectively, the "**Independent Directors**"). Such Independent Directors should have appropriate skills, experiences and other characteristics.

4. The Committee shall diligently seek to identify potential director candidates who will strengthen the Board and will contribute to the overall mix of specific criteria identified above. This process should include establishing procedures for soliciting and reviewing potential nominees from directors and for advising those who suggest nominees of the outcome of such review. The Committee shall have authority to retain and terminate any search firm used to identify director candidates and to approve any such search firm's fees and other terms of retention.

5. Evaluate periodically the desirability of, and recommend to the Board, any changes in the size and composition of the Board.

6. At such times as the Committee deems necessary or at the request of the Board, the Committee shall recommend to the Board for appointment by the Board committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board and the Committee determine to be appropriate in light of the responsibilities of each committee. In evaluating candidates for appointment to the any committee, the Committee shall consider the independence requirements of the Nasdaq and Rule 10A-3 under the Securities Exchange Act of 1934, as amended, the 1940 Act in addition to such other criteria as required by law or as deemed appropriate

by the Committee and the Board. If a director's circumstances change such that his or her independence may be affected, such director shall promptly advise the Committee.

7. The Committee shall, at least annually, review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

8. The Committee shall oversee the Board in the Board's annual review of its and its committees' performance (including composition and organization), and will make appropriate recommendations to improve performance.

9. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's charter, bylaws, this Charter and the charters of the Company's other committees.

10. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines.

11. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the SEC or otherwise considered to be desirable and appropriate in the discretion of the Committee.

12. The Committee shall, at least annually, perform an evaluation of the performance of the Committee and its members, including, but not limited to, a review of the Committee's compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including, but not limited to, any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

13. The Committee, through its Chair, shall report regularly to, and review with, the Board any issues that the Committee determines are necessary or advisable to report to the Board.

14. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

15. The Committee shall perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board of and/or the Chairman of the Board, or as designated in Company documents.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, except that it shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

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