

UNIFI, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER (Updated as of October 25, 2017)

1. Purpose

The primary purposes of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Unifi, Inc. (the “Company”) are to (i) identify individuals qualified to become directors, consistent with criteria approved by the Board, and recommend that the Board select such individuals to be presented for shareholder consideration at the annual meeting or to be elected by the Board to fill a vacancy or a newly created directorship; (ii) make recommendations to the Board concerning committee appointments; (iii) periodically review and recommend changes to the Board with respect to corporate governance documents and matters; (iv) oversee an annual evaluation of the Board, the committees of the Board, leadership of the Board (including the Chairman of the Board and the Lead Independent Director if one has been designated) and individual directors; and (v) perform such other tasks the Board deems appropriate.

2. Membership

The Committee shall consist of at least three directors, the exact number to be determined from time to time by the Board. All members of the Committee must be independent under the applicable rules of the New York Stock Exchange (the “NYSE”).

The determination of any member’s qualification to serve on the Committee shall be made by the Board consistent with the applicable requirements of the NYSE rules and of the rules and regulations of the Securities and Exchange Commission (the “SEC”). Each member of the Committee shall be appointed by a majority vote of the Board from among its members taking into consideration the recommendations of the Committee and shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal by a majority vote of the Board.

3. Authority and Responsibilities

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee and those required by the NYSE rules or the rules and regulations of the SEC):

Board and Board Committee Membership and Leadership

- The Committee shall identify individuals qualified to become directors, consistent with criteria approved by the Board, and recommend that the Board select such individuals to be presented for shareholder consideration at the annual meeting or to be elected by the Board to fill a vacancy or a newly created directorship. The Committee shall consider the following criteria, in addition to other factors it may determine appropriate, in assessing a director candidate: (i) the candidate’s roles and contributions valuable to the business community; (ii) the candidate’s diversity, integrity, accountability, informed judgment, financial literacy, passion, creativity and vision; (iii) the candidate’s knowledge about the Company’s business or industry; (iv) the candidate’s independence; (v) the candidate’s willingness and ability to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees; and

(vi) the NYSE rules (collectively, the “Board Membership Criteria”). The Board believes that men and women of different ages, races, and ethnic and cultural backgrounds can contribute different and useful perspectives, and can work effectively together to further the Company’s objectives.

- The Committee shall determine the qualifications for membership on the committees of the Board and will review such qualifications with the Board periodically.
- The Committee shall make recommendations to the Board with respect to determinations of director independence.
- The Committee shall receive and review, in accordance with the Company’s Amended and Restated By-laws, shareholder recommendations for director candidates.
- The Committee shall review all nominations for re-election of directors, including a director’s qualifications in light of the Board Membership Criteria, and report to the Board regarding the results of such review.
- The Committee shall review director resignations and director offers to resign and request director resignations, where appropriate.
- The Committee shall recommend to the independent directors of the Board for their approval an independent director to serve as Lead Independent Director if the independent directors have determined to have a Lead Independent Director.
- The Committee shall review the structure of the committees of the Board and recommend to the Board for its approval directors to serve as members and chairperson of each committee. In recommending a director for appointment to a committee, the Committee shall consider any required qualifications as set forth in the committee’s charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate.

Corporate Governance

- The Committee shall develop and recommend to the Board corporate governance guidelines for the Company and assess those guidelines annually, or more frequently as it shall deem appropriate.
- The Committee shall develop and recommend to the Board one or more codes of business conduct and ethics that apply to the Company’s directors, officers and employees, as applicable (collectively, the “Codes”); provided, that (i) the Audit Committee shall have responsibility for the code of ethics for the senior financial and executive officers, and review and discuss with management that code and any other relevant codes or portions thereof insofar as they relate to or govern accounting, financial reporting, auditing or fraud or related compliance policies (including the Company’s Insider Trading Policy, which the Audit Committee shall have responsibility for); and (ii) the Compensation Committee shall have input on any portions of the Codes insofar as they relate to or govern compensation matters or policies (including the Company’s Compensation Recoupment Policy, which the Compensation Committee shall have responsibility for).

The Committee shall regularly receive reports from management regarding compliance with the Codes and the procedures established to monitor compliance.

- The Committee shall oversee the Company's continuing director education programs, including the orientation program for newly elected directors. The Committee shall regularly assess the adequacy of these programs and assist the Board in their implementation.
- The Committee shall review and recommend to the Board proposed changes to the Company's Restated Certificate of Incorporation and the Company's Amended and Restated By-laws.
- The Committee shall review shareholder proposals relating to corporate governance matters and recommend to the Board the Company's response to such proposals.

Director Compensation

- On an annual basis, the Committee shall review and recommend to the Board the form and amount of director compensation (including perquisites and other benefits), and any additional compensation to be paid for service on Board committees, as the chairperson of a committee or as the Lead Independent Director.

Annual Performance and Charter Evaluations

- The Committee shall oversee an annual evaluation of the Board, the committees of the Board, leadership of the Board (including the Chairman of the Board and the Lead Independent Director if one has been designated) and individual directors.
- The Committee shall evaluate its own performance and reassess the adequacy of this Charter at least annually in such manner as it deems appropriate, and report the results thereof, including any recommendations for change, to the Board.

Retention of Consultants and Advisors; Investigations

- 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 Committee shall have the authority to engage, without having to seek Board approval, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors as it deems advisable.
- The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.

4. Structure and Operations

The Board shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or telephonically at least two times a year at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by

unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson, with input from the other members of the Committee and, where appropriate, management, shall set the agendas for Committee meetings. A majority of the members of the Committee shall constitute a quorum; when more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee. When only two members are present and constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate in order for the Committee to fulfill its responsibilities.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time to time specify.

Except as expressly provided in this Charter, the Company's Amended and Restated By-laws or the Company's Corporate Governance Guidelines, or as required by law, regulation or the NYSE rules, the Committee shall set its own rules of procedure.

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