

CHARTER OF  
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE  
VIAD CORP

Amended February 19, 2004

**Purpose**

The Corporate Governance and Nominating Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Corporation; (3) to discharge the Board's responsibilities relating to compensation of the Corporation's directors; (4) to lead the Board in its annual review of the Board's performance; and (5) to recommend to the Board director nominees for each committee.

**Committee Membership**

The Corporate Governance and Nominating Committee shall consist of no fewer than three members. The members of the Corporate Governance and Nominating Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Corporate Governance and Nominating Committee shall be appointed and replaced by the Board.

**Committee Authority and Responsibilities**

1. The Corporate Governance and Nominating Committee shall have the sole authority to retain and terminate any search firm or compensation consultant to be used to identify director candidates or to assist in the evaluation of director compensation and shall have sole authority to approve the search firm's or consultant's fees and other retention terms. The Corporate Governance and Nominating Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Corporate Governance and Nominating Committee shall actively seek, as and when appropriate, individuals qualified to become board members for recommendation to the Board, and shall review any candidate recommended by the shareholders of the Corporation, at such times as the Committee deems necessary and in accordance with the Corporation's Bylaws. The Corporate Governance and Nominating Committee shall be guided in its determinations by the director qualifications set forth in the Corporate Governance Guidelines.
3. The Corporate Governance and Nominating 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.

4. The Corporate Governance and Nominating Committee periodically shall review director compensation and shall make recommendations to the full Board with respect thereto.
5. The Corporate Governance and Nominating Committee shall annually review and reassess the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval.
6. The Corporate Governance and Nominating Committee may form and delegate authority to subcommittees when appropriate.
7. The Corporate Governance and Nominating Committee shall make regular reports to the Board.
8. The Corporate Governance and Nominating Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
9. The Corporate Governance and Nominating Committee shall annually review its own performance.
10. The Corporate Governance and Nominating Committee shall make such other reports to the Board as the Board may from time to time request or as the Committee may deem appropriate.