

ALLIANCE HEALTHCARE SERVICES, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Alliance HealthCare Services, Inc. (the “Company”) is to assist the Board in discharging the Board’s responsibilities regarding:

1. the identification of qualified candidates to become Board members;
2. the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
3. the selection of candidates to fill any vacancies on the Board;
4. the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”); and
5. oversight of the evaluation of the Board and management.

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. 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, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. 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. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be composed of two or more directors, as determined from time to time by the Board, each of whom (a) satisfies the independence requirements of the NASDAQ Stock Market LLC (“NASDAQ”), and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. If at any time and for so long as the Committee is not solely comprised of members meeting the independence

requirements of NASDAQ (subject to applicable exceptions), then the duty and responsibility of the Committee set forth in Article IV, Section 1 below shall be exercised by the directors of the Board constituting at least a majority of the Board's directors that are independent (within the meaning of NASDAQ Rule 5605(a)(2), including without limitation as contemplated by NASDAQ Rule 5605(e)(1)(A)).

The foregoing notwithstanding, if the Company is legally required by contract or otherwise to have its committees comprised of certain designees of a third party or a specified number of members, then the size and composition of the Committee shall be governed by such requirements.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board (consistent with the requirements of the Governance and Standstill Agreement or any other applicable agreement or arrangement). 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 for membership provided herein.

III. Meetings and Procedures

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.

The Committee shall meet on a regularly scheduled basis at least once per year and more frequently as the Committee deems necessary or desirable.

If invited by the Committee, all non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation

to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. 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 such search firm's fees and other retention terms.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

IV. Duties 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, consistent with criteria approved by the Board. The Board shall not nominate any person to serve as a director of the Company unless such person has been previously approved for nomination by the Committee.

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, or as set forth in the Corporate Governance Guidelines, in recommending candidates for election to the Board:

- (i) personal and professional integrity, ethics and values;
- (ii) experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly traded company in today's business environment;
- (iii) experience in the Company's industry and with relevant social policy concerns;
- (iv) experience as a board member of another publicly held company;
- (v) understanding of the Company's business on a technical level, including academic expertise in an area of the Company's operations;

- (vi) practical and mature business judgment, including ability to make independent analytical inquiries;
- (vii) educational and professional background;
- (viii) diversity of personal and professional background, perspective and experience; and
- (ix) any other relevant qualifications, attributes or skills.

4. The foregoing notwithstanding, if the Company is legally required by contract or otherwise to permit a third party to designate one or more of the directors to be elected or appointed (for example, pursuant to the Governance and Standstill Agreement), then the nomination or appointment of such directors shall be governed by such requirements.

5. 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.

6. The Committee shall make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of the individuals qualified to serve as members of the committees, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

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

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

9. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines (or amendments to existing Corporate Governance Guidelines).

10. 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 Securities and Exchange Commission, NASDAQ, or otherwise considered to be desirable and appropriate in the discretion of the Committee.

11. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with 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.

12. The Committee shall periodically report to the Board on its findings and actions.

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

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, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines, contractual obligations (including the Governance and Standstill Agreement), and applicable laws, regulations and NASDAQ rules.