

**PETMED EXPRESS, INC.
CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER**

I. PURPOSE

The Corporate Governance and Nominating Committee (“Committee”) is established by the Company’s Board of Directors (“Board”): (1) to recommend to the Board the slate of director nominees for election to the Board; (2) to identify and recommend candidates to fill vacancies on the Board occurring between annual shareholder meetings; (3) to recommend to the Board, Director nominees for each committee; (4) to develop and recommend to the Board a set of corporate governance principles and a Corporate Code of Business Conduct and Ethics; and (5) to lead the Board in its annual review of the Board's performance.

II. ORGANIZATION

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of the Nasdaq National Market and the Company's corporate governance principles.

The members of the Committee shall be appointed and removed by the Board. A majority of the members shall constitute a quorum. The Board shall designate one member of the Committee to serve as the Committee’s Chairman.

III. MEETINGS AND REPORTS

The Committee shall meet at least once annually, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate.

Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Except in extraordinary circumstances as determined by the Chairperson of the Committee, notice shall be delivered to all Committee members at least 48 hours in advance of the scheduled meeting. Minutes of each meeting will be kept and distributed to the entire Board.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or Nasdaq listing rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

The Committee shall make regular reports to the Board.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall seek individuals qualified to become Board members for recommendation to the Board, including evaluating persons suggested by shareholders or others, and conduct the appropriate inquiries into the backgrounds and qualifications of possible nominees. The Committee shall determine each proposed nominee's qualifications for service on the Board. The assessment will include a review of the nominee's judgment, experience, independence, possible conflicts of interest, understanding of the Company's or other related industries, and such other factors as the Committee concludes are pertinent in light of the current needs of the Board. Each nominee should be a person of integrity and be committed to devoting the time and attention necessary to fulfill his or her duties to the Company. Diversity of race, ethnicity, gender and age are important factors in evaluating candidates for Board membership.

2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall keep the Board advised as to the general range of anticipated expenses for outside consultants and experts.

3. The Committee shall evaluate the performance of each director before recommending to the Board his or her re-nomination for an additional term as director.

4. The Committee shall consider issues involving related party transactions with directors and similar issues. The Committee shall have the authority to consider for approval any related party transactions and recommend for approval of such transactions to the Board.
5. The Committee shall periodically review and reassess the adequacy of the Corporate Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval.
6. During the year, the Committee shall receive input on the Board's performance from directors and, through its Chairman, will discuss the input with the full Board and oversee the full Board's review of its performance.
7. The Committee may form and delegate authority to subcommittees when appropriate.
8. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
9. The Committee shall annually review its own performance.