

LITMAN GREGORY FUNDS TRUST
NOMINATING COMMITTEE CHARTER

1. COMMITTEE ORGANIZATION

(a) The Nominating Committee (the “Committee”), a committee established by the Board of Trustees (the “Board”) of Litman Gregory Funds Trust (the “Trust”), shall be composed solely of the members of the Board who are not considered “interested persons” of the Trust, as defined in the Investment Company Act of 1940, as amended (the “Independent Trustees”).

(b) The Board shall appoint the members of the Committee. If the Board has not designated a Chair of the Committee (the “Committee Chair”), the members of the Committee shall designate a Committee Chair by a majority vote of the Committee members then in office. The Committee shall be composed of at least three members.

(c) The Committee shall meet with such frequency, and at such times, as determined by the Committee Chair or a majority of the Committee members. A majority of the members of the Committee shall constitute a quorum for the transaction of business at 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 may meet in person or by telephone, or by means of other electronic communication methods, so long as all persons participating in the meeting can hear or otherwise communicate with each other.

(d) The Committee Chair will prepare the agenda for each Committee meeting, in consultation with others as appropriate. The Committee Chair will cause notice of each meeting, together with the agenda and any related materials, to be sent to each Committee member, normally at least one week before the meeting; provided, however, that participation in a meeting by a Committee member shall be deemed to be a waiver of such notice requirement. The Committee Chair will cause minutes of each Committee meeting to be prepared and distributed to Committee members for approval at the following Committee meeting or Board meeting. The Committee may ask legal counsel, representatives of Litman Gregory Fund Advisors, LLC (the “Adviser”), or others to attend Committee meetings and provide pertinent information as necessary.

2. DUTIES AND RESPONSIBILITIES

The Committee shall:

(a) Evaluate the size and composition of the Board, and formulate policies and objectives concerning the desired mix of Trustee skills and characteristics. In doing so, the Committee shall take into account all factors it considers relevant, including, without limitation, experience, demonstrated capabilities, independence, commitment, reputation, background, diversity, understanding of the investment business, and understanding of business and financial matters generally.

(b) Identify and screen Trustee candidates for appointment to the Board, and submit final recommendations to the full Board for approval. The Committee may consider candidates suggested by the Adviser, and may involve representatives of the Adviser in screening candidates. However, the decision to approve candidates for submission to the Board shall be made exclusively by the Committee. The Committee's policy regarding its procedures for considering candidates for the Board, including any candidate recommended by shareholders, is attached hereto as Appendix A.

(c) Review memoranda prepared by legal counsel relating to positions, transactions and relationships that could reasonably bear on the independence of Trustees or raise concerns regarding potential conflicts of interest.

(d) Make recommendations to the full Board concerning the appointment of Independent Trustees to the Board's committees and, if considered desirable, the appointment of the Chair of each Board committee and periodic changes in those appointments and designations.

(e) Review shareholder recommendations for nominations to fill vacancies on the Board if the Committee is required by law or by this Nominating Committee Charter (this "Charter") to do so. Any such recommendations must be submitted in writing and addressed to the Committee at the Trust's offices.

(f) Conduct or oversee a periodic evaluation of the Board. Such evaluation may include a consideration of the effectiveness of the committee structure of the Board and the number of investment companies on whose boards each Trustee serves.

(g) Perform such other activities consistent with this Charter as deemed appropriate by the Board or the Committee.

3. AUTHORITY AND RESOURCES

(a) The Committee shall have the resources and authority appropriate to discharge its responsibilities, including, among other things, the authority to retain a search firm to assist the Committee in identifying, screening and attracting Independent Trustees, including the sole authority to approve the search firm's fees and other retention terms, including, if applicable, the termination of such search firm.

(b) The Committee may obtain the advice and assistance of legal counsel, accountants, and other advisers as it deems necessary and appropriate.

4. POLICIES AND PROCEDURES

In meeting its responsibilities, the Committee shall:

(a) Provide oversight regarding the orientation of new Independent Trustees. The Committee Chair may designate an experienced Independent Trustee to assist, and be available to, each new Independent Trustee during his or her first year of service on the Board.

(b) Consider, at such times as the Committee may deem appropriate, whether the composition of the Board and its committees reflect an appropriate blend of skills, backgrounds and experience, in relation to the goal of maximizing their effectiveness. The Committee may also consider the effectiveness of meetings, including their frequency, scheduling and duration, adequacy and focus of agendas, materials and presentations, and Board member attendance.

(c) Periodically review and reassess the adequacy of this Charter, and recommend to the full Board any changes deemed advisable.

Adopted: May 28, 2013

APPENDIX A
NOMINATING COMMITTEE POLICY REGARDING
SELECTION OF TRUSTEE NOMINEES

When a vacancy on the Board of Trustees (the “Board”) of Litman Gregory Funds Trust (the “Trust”) exists or is anticipated, or when the Nominating Committee of the Board (the “Committee”) deems it desirable to select a new or additional Trustee, the Committee will consider any candidate for Trustee recommended by a current shareholder if the Committee is required by law to do so. Any such recommendation shall be submitted in writing to the Trust’s offices and must contain sufficient background information concerning the candidate to enable the Committee to make a proper judgment as to the candidate’s qualifications. The Committee, however, is not required to solicit recommendations from the Trust’s shareholders.

The Committee has not established specific, minimum qualifications that must be met by an individual for the Committee to recommend that individual for nomination as a Trustee. In seeking candidates to consider for nomination to fill a vacancy on the Board, or when the Committee deems it desirable to select a new or additional Trustee, the Committee expects to seek referrals from a variety of sources, including current Trustees, the investment adviser of the Trust and counsel to the Trust. The Committee may also engage a search firm to identify or evaluate or assist in identifying or evaluating candidates.

In evaluating candidates for a position on the Board, the Committee considers a variety of factors, including, but not limited to, those set forth in Annex A attached hereto. The Committee shall periodically review and update, as necessary, the list of factors set forth in Annex A. The Committee may consider such other factors as the Committee determines to be relevant in light of the existing composition of the Board and any anticipated vacancies or other transitions.

Prior to making a final recommendation to the Board, the Committee may conduct personal interviews with the candidates it concludes are the most qualified. Any candidates recommended by shareholders will be evaluated in the same manner.

ANNEX A

Independent Board Member Qualification Factors

Last Updated: May 28, 2013

Important Factors
Ability to qualify as an Independent Trustee for purposes of the Investment Company Act of 1940, as amended, the candidate's independence from Trust service providers and the existence of any other relationships that might give rise to conflicts of interest or the appearance of conflicts of interest
Reputation for high ethical standards and personal and professional integrity
Ability to work with other trustees as a team
Perceived ability to contribute to the ongoing functions of the Board, including the candidate's ability and commitment to attend meetings regularly and work collaboratively with other members of the Board
Ability to commit necessary time/number of other board commitments
Desirable Factors
Specific financial, technical or other expertise possessed by the candidate, and the extent to which such expertise would complement the Board's existing mix of skills and qualifications
Chemistry/personality fit
Ability to apply good business sense, with appreciation for the role of the board
Financial literacy
Knowledge of complex financial instruments such as financial derivatives
Judgment
Knowledge in matters relating to the mutual fund industry
Diversity of personal backgrounds on board
Secondary Factors
Geographic location
Ability to balance critical thinking with avoidance of unnecessary confrontation
Mix of skills on board
Mix of generations on board
Sufficient stature to provide shareholder assurance of qualification
Educational background
Vision/long-term perspective
Eye for detail
Current or past membership on board of registered investment company
Board or financial position with a publicly-held business organization
Academic background and specialty in relevant areas
Board or executive position with any other financial, technology or marketing organization
Board or executive position with broker-dealer organization
Board or executive position with money management organization/mutual fund adviser
Accounting or legal position representing any of the above businesses
International experience