

BROADWIND ENERGY, INC.
GOVERNANCE/NOMINATING COMMITTEE
POLICIES FOR DIRECTOR NOMINATIONS AND STOCKHOLDER PROPOSALS

The following Governance/Nominating Committee Policies were adopted on November 3, 2010 by the Board of Directors of Broadwind Energy, Inc. (the "Company").

Minimum Qualification of Directors

The Governance/Nominating Committee believes that candidates for the Board should have certain minimum qualifications, including being able to read and understand basic financial statements, having familiarity with the Company's business and industry, having high moral character and mature judgment and being able to work collegially with others. The Governance/Nominating Committee may modify these minimum qualifications from time to time.

Board Membership Criteria

Board members are elected by the Company's stockholders annually, except for Board action to fill vacancies. The Governance/Nominating Committee identifies, reviews, evaluates and recommends to the Board candidates for nomination for membership on the Board. An invitation to join the Board should then be extended by the Board through the chairman of the Company's Governance/Nominating Committee, together with the Company's Chief Executive Officer.

The Governance/Nominating Committee will consider candidates for the Board who are recommended by stockholders, directors, third party search firms engaged by the Company and other sources. In evaluating director nominees, the Governance/Nominating Committee considers the following factors:

- the independence standards established by the Company, the presence of any material interests that could cause a conflict between the Company's interests and the interests of the director nominee, and the director nominee's ability to exercise his or her best business judgment in the interest of all stockholders;
- the director nominee's willingness to adhere to the Company's Code of Ethics;
- the director nominee's ability to devote sufficient time to the business of the Board and at least one of the Board's standing committees, in light of the number of other boards on which the director nominee serves (for profit and not-for-profit) and the other business and professional commitments of the director nominee;
- the appropriate size and the diversity of the Company's Board of Directors;
- the knowledge, skills and experience of the director nominee, including experience in the industry in which the Company operates, as well as in the general areas of business, finance, management and public service, in light of prevailing business conditions and the knowledge, skills and experience already possessed by other members of the Board;
- the director nominee's familiarity with domestic and international business matters;
- legal and regulatory requirements that are applicable to the Company;
- the director nominee's experience with accounting rules and practices;
- the relationship of the Company's business to the changing needs of society; and

- the Board's desire to balance the considerable benefit of continuity with the periodic injection of the fresh perspective provided by new members.

The Governance/Nominating Committee will consider the attributes of the candidates and the needs of the Board and will review all candidates in the same manner, regardless of the source of the recommendation.

Stockholder Nomination of Directors and Other Proposals

A stockholder who wishes to recommend one or more directors or otherwise present a proposal at a meeting of the stockholders of the Company must do so in accordance with the Amended and Restated Bylaws of the Company and all applicable laws.

Broadwind Energy, Inc.
Attn: Secretary
3240 S. Central Avenue
Cicero, IL 60804

Other Stockholder Communications

Stockholders may communicate directly with the Board of Directors. All communications should be directed to our Secretary at 3240 S. Central Avenue, Cicero, IL 60804, and should prominently indicate on the outside of the envelope that it is intended for the Board of Directors or for non-management directors. If no director is specified, the communication will be forwarded to the entire Board.

Approved by the Board of Directors on December 13, 2007
As amended by the Board of Directors on November 3, 2010