



BLINK CHARGING CO.

Nominating and Corporate Governance Committee Charter

(As amended and re-adopted in full by the Nominating and Corporate Governance Committee and the Board of Directors on April 27, 2021).

I. Policy and Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Blink Charging Co. (the “**Company**”) shall review and make recommendations to the Board regarding matters concerning corporate governance and the Code of Business Conduct and Ethics as applicable to the Company; review the composition of and provide oversight in the evaluation of the performance of the Board and each committee; select or recommend nominees for election to the Board and evaluate director compensation; review the composition of committees of the Board and recommend persons to be members of such committees; review and maintain compliance of committee membership with applicable regulatory requirements; and review conflicts of interest of members of the Board and corporate officers. Additionally, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

II. Membership and Organizational Requirements

The Committee shall be appointed annually by the Board and shall be comprised of at least two (2) directors, each of whom must be determined by the Board to be “independent” under the rules of the NASDAQ Stock Market LLC (“**NASDAQ**”) and the Company’s independence guidelines; provided that a director who does not meet the independence criteria of NASDAQ may, subject to the approval of the Board, serve on the Committee pursuant to, and subject to the limitation under, the “exceptional and limited circumstances” exception as provided under the rules of the NASDAQ.

Each member of the Committee shall serve until their successor is duly elected and qualified or until such member’s earlier resignation, removal, or death. Any member of this Committee may be removed or replaced by the Board. Unless the full Board elects a Chairman, the members of the Committee may designate a Chairman by a majority vote of the full Committee membership. The Chairman shall preside at all regular meetings of the Committee and set the agenda for each committee meeting.

In fulfilling its responsibilities, the Committee shall, to the extent permitted by law, be entitled to delegate any or all of its responsibilities to one or more subcommittees of the Committee comprised of one or more members of the Committee.

III. Meetings

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder, but not less than once a year. The Committee may establish its own meeting schedule, which it

will provide to the Board. Special meetings may be convened as required. The Committee, or its Chair, shall report to the Board on the results of these meetings.

The Committee may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or consultant. The Committee shall meet periodically in executive session without the presence of management.

Any formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of at least a majority of the members present (in person or by telephone conference call) at a meeting at which a quorum is present. A quorum shall consist of at least a majority of the members of the Committee. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

The Committee shall maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board.

IV. Responsibilities

The responsibilities and duties of the Committee shall include:

Corporate Governance Functions

- a) Developing principles of corporate governance and recommending them to the Board for its consideration and approval. Such principles may include director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director training, orientation, and continuing education, director compensation, management succession and annual performance evaluation of the Board and committees thereof.
- b) Reviewing annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with.
- c) Overseeing compliance by the Board and its committees with applicable laws and regulations, including the NASDAQ Corporate Governance Listing Requirements and regulations promulgated by the U.S. Securities and Exchange Commission and reporting to the Board regarding the same.
- d) To review and discuss with management the disclosure regarding the operations of the Committee and director independence; and to recommend that the disclosure be included in the Corporation's Proxy Statement or annual report on SEC Form 10-K, as applicable.

- e) To consider and present to the Board, in consultation with the Audit Committee, for adoption a Code of Business Conduct and Ethics applicable to all employees and directors which meets the regulatory requirements of the U.S. Securities and Exchange Commission, and provide for and review prompt disclosure to the public of any change in or waiver of such Code of Business Conduct and Ethics.
- f) Review and recommend to the Board changes of the Company's bylaws as needed.
- g) Oversee succession planning for executive officers jointly with the Compensation Committee.
- h) Prepare and provide orientation materials for new directors and corporate governance-related continuing education for all Board members.

Composition of the Board of Directors, Evaluation and Nominating Activities

- a) Reviewing the composition and size of the Board, the needs of the Board and the respective committees of the Board, and determining the criteria for membership of the Board, including issues of character, integrity, judgment, independence, diversity of experience, independence, area of expertise, corporate experience, length of service, and other commitments outside the Corporation. Reviewing from time to time the appropriate skills and characteristics required of Board members, including such factors as business experience, diversity and personal skills in technology, finance and financial reporting, marketing, international business and other areas that are expected to contribute to an effective Board.
- b) Seeking to ensure that the membership of the Committee(s) consists of sufficiently diverse backgrounds that will enhance the quality of the Board's deliberations and decisions. In considering candidates for the Board, the independent directors will consider, among other factors, diversity with respect to viewpoints, skills, experience and other demographics.
- c) Conducting an annual evaluation of the Board as a whole.
- d) Identifying, considering and recommending candidates to fill new positions or vacancies on the Board.
- e) Evaluating the performance of individual members of the Board eligible for re-election and recommending the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders.
- f) Consider any nominations of director candidates validly made by the Company's stockholders.

Committees of the Board of Directors

- a) Periodically reviewing the composition of each committee of the Board and making recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees.
- b) Recommending to the Board persons to be members of the various committees and Committee Chairperson, annually.

Conflicts of Interest

- a) Reviewing and monitoring compliance with the Company's Code of Business Conduct and Ethics.
- b) Considering questions of possible conflicts of interest of members of the Board and of corporate officers.
- c) Reviewing actual and potential conflicts of interest of members of the Board and corporate officers and clearing any involvement of such persons in matters that may involve a conflict of interest.

General

- a) Performing any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

V. Evaluation of the Committee's Performance

The Committee shall review on at least an annual basis the scope of responsibilities of the Committee and evaluate its performance under this Charter. The Committee shall address all matters that the Committee considers relevant to its performance. The Committee shall deliver a report to the Board setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Board's or the Corporation's policies or procedures to the Board for appropriate action.

VI. Committee Resources

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities. The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting, or other advisors as appropriate to perform its duties hereunder, and to determine the terms, costs, and fees for such engagements. Without limitation, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs, and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist it in performing its duties hereunder shall be borne by the Company.