



## MICROVISION, INC.

### NOMINATING COMMITTEE CHARTER

*(Adopted on October 13, 2021)*

The Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of MicroVision, Inc. (the “**Company**”) shall be appointed by the Board to perform the duties and responsibilities set forth in this charter.

#### A. PURPOSE

The purposes of the Committee shall be to:

1. assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as the director nominees for each meeting of stockholders at which directors are to be elected;
2. recommend members for each Board committee
3. develop and maintain corporate governance policies applicable to the Company; and
4. oversee the evaluation of the Board.

#### B. COMPOSITION

1. Membership. The Committee shall consist of at least two members of the Board. The members of the Committee, which shall include the Independent Board Chair, shall be appointed by the Board upon the recommendation of the Nominating Committee and shall serve until the earlier of their resignation or removal by the Board in its discretion.

2. Qualifications. The members of the Committee must meet the independence requirements of the securities exchange on which the Company’s securities are listed and such other qualifications as may be established by the Board from time to time.

3. Chairperson. The Board may designate a chairperson of the Committee (the “**Chairperson**”). The Chairperson of the Committee (or, in the Chairperson’s absence, a member designated by the Chairperson or the Committee) shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee’s activities. In the absence of that designation, the Committee may designate a Chairperson by majority vote of the Committee members, provided that the Board may replace any Chairperson designated by the Committee at any time.

#### C. RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Committee may perform other functions that are consistent with its purpose and applicable law, rules and regulations and as the Board or Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Board Composition Evaluation and Nominating Activities. The Committee shall have direct responsibility to:

- a. Determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”);
- b. Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval consistent with the Director Criteria;
- c. Search for, identify, evaluate and recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria, and review any candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Company’s bylaws and its stockholder nominations and recommendations policies and procedures;
- d. Review and consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation and bylaws;
- e. Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for selection of the Board, the director nominees for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected;
- f. Consider the Board’s leadership structure, including the separation of the Chairperson and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate;
- g. Develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board;
- h. Evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons;
- i. Evaluate the “independence” of directors and director nominees against the independence requirements of the securities exchange on which the Company’s securities are listed, applicable rules and regulations promulgated by the Securities and Exchange Commission and other appropriate laws.

2. Board Committees. The Committee shall

- a. Review annually the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees;

- b. Recommend to the Board persons to be members and chairpersons of the various committees.
3. Corporate Governance. The Committee shall:
  - a. Review annually the corporate governance guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration;
  - b. Oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its certificate of incorporation and bylaws;
  - c. Develop, subject to Board approval, a process for annual evaluation of the Board and its committees, and to oversee the conduct of this annual evaluation;
  - d. Evaluate the participation of members of the Board in orientation and continuing education activities and any Company provided programs related thereto in accordance with applicable listing standards;
  - e. Review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters;
  - f. Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal;
  - g. Review and discuss with management the disclosure regarding the operations of the Committee and director independence.
4. Succession Planning. The Committee shall annually review and discuss with the Board management's corporate succession plans for the Executive Officers of the Company, seeking input from the Compensation Committee regarding any compensation-related risk.
5. Committee Evaluation. The Committee shall conduct and present to the Board a periodic self-performance evaluation of the Committee.
6. Charter Review. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval. The Company shall make a copy of this charter publicly available on its website and shall disclose how to access the Committee's charter in its proxy statement.

#### **D. GENERAL**

1. The Committee shall meet at such times as the Committee shall determine. The Committee may meet in person or by telephone or video conference.
2. Minutes are kept of each meeting of the Committee, and the Committee must regularly provide reports of its actions to the Board.

3. The Committee may delegate its authority when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or the securities exchange on which the Company's securities are listed or SEC requirements.
4. The Committee has 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 may establish its own meeting schedules, which it shall provide to the Board.
5. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.
6. Members of the Committee can receive such fees, if any, for their service as Committee members as may be determined by the Board or a duly authorized Board committee, as applicable. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.
7. The Committee is authorized, in its sole discretion, to retain or obtain the advice of independent consultants, independent legal counsel and other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such consultant, independent legal counsel and other advisor retained by the Committee. Such responsibility includes the sole authority to retain or terminate, and to determine the terms of engagement and the extent of funding necessary for payment of reasonable compensation. The Company shall provide appropriate funding for the payment of compensation to independent consultants, outside legal counsel and other advisors retained by the Committee.