

**Charter of the Nominating/Corporate Governance Committee
of
The Board of Directors
of
Cadre Holdings, Inc.**

Purpose

The nominating and corporate governance committee (the “Committee”) of the Board of Directors (the “Board”) of Cadre Holdings, Inc. (the “Company”) shall identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders; develop and recommend to the Board a set of corporate governance principles applicable to the Company; and oversee the evaluation of the Board.

Membership

The Committee shall consist of a minimum of two directors. Members of the Committee shall be appointed and may be removed by the Board. All members of the Committee shall satisfy the applicable independence requirements of the New York Stock Exchange (“NYSE”) and any other regulatory requirements, subject to the phase-in periods permitted under the rules of the NYSE.

Duties and Responsibilities

In furtherance of the Committee’s purpose, the Committee shall have the following authority and responsibilities:

1. To identify and screen individuals qualified to become members of the Board and to select director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the Company’s stockholders, and who shall satisfy such other qualifications as the Committee or Board may determine from time-to-time.
2. To determine the skills and qualifications required for directors and develop criteria to be considered in selecting potential director nominees.
3. To review the Board’s committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall make recommendations concerning the removal and for addition of committee members to fill vacancies as needed.
4. To develop and recommend to the Board for its approval a set of corporate governance guidelines and to generally advise the Board on corporate governance matters. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

5. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
6. To assure the effective representation of the Company's stockholders.
7. To review and consider director nominations validly submitted by the Company's stockholders in accordance with applicable laws, rules or regulations.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

Outside Advisors

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities, but not less frequently than quarterly. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Performance Evaluation

The Committee shall regularly report its actions and recommendations to the Board and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.