

**VUZIX CORPORATION  
NOMINATING AND GOVERNANCE COMMITTEE OF THE  
BOARD OF DIRECTORS CHARTER**

**Approved by the Board of Directors on February 23, 2023**

**Overview of Committee Role**

The Nominating and Governance Committee of the Board of Directors (the “Nom/Gov Committee”) has been established for the following purposes:

- Identify the slate of director nominees for election to the Company’s Board of Directors (“Board”);
- Recommend candidates to fill vacancies occurring between annual shareholders meetings;
- Establish and oversee the process for nominations for election to the Company’s Board, in accordance with applicable laws and rules;
- Recommend to the Board who should be appointed to each committee of the Board;
- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
- Oversee the evaluation of the Board collectively and each of its members individually; and
- Assist the Board in fulfilling its oversight responsibility and to act in an advisory capacity to the Company’s management with respect to significant issues, strategies, goals, objectives, policies and practices that pertain to (i) the Company's sustainability performance and innovation in such regard; and (ii) the Company's corporate responsibilities around sustainability initiatives and its role as a socially responsible organization.

**Specific Nom/Gov Committee Responsibilities**

The Nom/Gov Committee has the following responsibilities and duties, consistent with applicable law and SEC and any stock exchange rules where the Company’s shares are traded:

Selection of Candidates

- Annually present a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders.
- Before recommending an incumbent, replacement or additional director, review their individual qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors, including with respect to incumbents, prior performance.
- Assist in identifying, interviewing and recruiting new candidates for the Board.
- Annually review the composition of each committee and present recommendations

for committee memberships to the Board as needed.

### Policies

- Establish and review on an annual basis the Nom/Gov Committee’s policy with regard to the consideration of any director candidates recommended by the Company’s shareholders, including the procedures to be followed by the Company’s shareholders in submitting such recommendations.
- If the Nom/Gov Committee deems it appropriate, it shall establish and review on an annual basis any specific, minimum qualifications that the Nom/Gov Committee believes must be met by a new Nom/Gov Committee-recommended nominee for a position on the Company’s Board, as well as any specific qualities or skills that the Nom/Gov Committee believes are necessary for one or more of the Company’s new directors to possess.
- Establish and review on an annual basis a process for identifying and evaluating nominees for director, including nominees recommended by the Company’s shareholders, including any differences in the manner in which the Nom/Gov Committee evaluates nominees for director based on whether the nominee is recommended by a shareholder of the Company.

### Annual Reviews

- Annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of the Company’s shareholders.
- Regularly review and make recommendations about changes to the charter of the Nom/Gov Committee.

### Governance

- Annually develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.
- Annually review Diversity, Equity and Inclusion (DEI) and Environmental, Social and Corporate Governance (ESG) policies, specifically evaluating the Company’s corporate responsibilities around sustainability initiatives and its role as a socially responsible and diverse organization.

### **Membership and Structure**

The membership of the Nom/Gov Committee consists of members of the Company’s Board who are independent as defined under Section 10A(m)(3) of the Securities Exchange Act of 1934, and the rules and regulations promulgated by the Securities and Exchange Commission (“SEC”), as well as applicable stock exchange rules where the Company’s shares are traded.

❖ Number: The Nom/Gov Committee shall be comprised of such number of independent directors as the Board shall from time to time determine but in no case will the number be less than three (3) members

- ❖ Independence: All members will be independent members of the Board
- ❖ Election: The members of the Nom/Gov Committee are elected by the Board at its annual meeting held in conjunction with the annual shareholder meeting
- ❖ Duration: Members of the Nom/Gov Committee shall hold their office until their successors shall be duly elected and qualified, or until such member's earlier resignation or removal
- ❖ Compensation: The compensation of Nom/Gov Committee members shall be as determined by the Board

The Board shall have the power at any time to remove from or add to the membership of the Nom/Gov Committee and to fill vacancies, subject to the independence requirements referred to above. Unless a Chairperson is elected by the full Board, the members of the Nom/Gov Committee may designate a Chairperson by majority vote of the full Nom/Gov Committee membership.

### **Operations and Procedures**

- Meetings. The Nom/Gov Committee shall meet as often as it deems necessary in order to perform its responsibilities, and at least two times per year. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate. Nom/Gov Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.
- Notice of Meetings. Notice of a meeting of the Nom/Gov Committee may be made by any reasonable means, including via e-mail or other electronic transmission.
- Action by the Committee. The action of the majority of the members of the Nom/Gov Committee present at a duly convened meeting shall be the action of the Committee. Members of the Nom/Gov Committee may not be represented by proxy at any meeting of the Committee. The Nom/Gov Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
- Meetings by Electronic Communications Equipment. Meetings of the Nom/Gov Committee may be held by telephone or by any other means of electronic communication by which all such members participating in the meeting are able to speak to one another.
- Quorum. At least two members of the Nom/Gov Committee constitute a quorum and a quorum is required for the transaction of all business.
- Meeting Agendas. The agendas for meetings shall be determined by the Chair in consultation with Nom/Gov Committee members and company management. Any Nom/Gov Committee member may request the inclusion of items on the agenda or raise subjects at a meeting that are not on the meeting agenda.
- Subcommittees. The Nom/Gov Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.

- Reports to the Board. The Nom/Gov Committee shall report regularly to the Board (i) the matters discussed at regular or special meetings of the Nom/Gov Committee, (ii) with respect to such other matters as are relevant to the Nom/Gov Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Nom/Gov Committee may deem appropriate, such reports to the Board may take the form of an oral report by the Chair or any other member of the Nom/Gov Committee designated by the Nom/Gov Committee to make such a report.
- Charter. The Nom/Gov Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- Independent Advisors. The Nom/Gov Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities (provided however, that the Nom/Gov Committee may not engage the independent auditor of the Company without the prior approval of the Audit Committee). Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
- Investigations. The Nom/Gov Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
- Periodic Self-Evaluation. The Nom/Gov Committee shall periodically evaluate its own performance.

### **Authority**

The Nom/Gov Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Nom/Gov Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Nom/Gov Committee will take all necessary steps to preserve the privileged nature of those communications.

### **Corporate Governance**

- Corporate Governance Guidelines: The Nom/Gov Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines to determine whether they continue to be appropriate for the Company and comply with the applicable requirements of the stock exchange on which the Company is listed and any applicable laws or regulations and recommend any proposed changes to the Board for approval.
- Board Leadership Structure: The Nom/Gov Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific

characteristics and circumstances of the Company.

- Sustainability and Corporate Responsibility: Review, evaluate and provide guidance to management with respect to significant issues, strategies, goals, objectives, policies and practices related to sustainability and corporate responsibility initiatives having significant financial or reputational impact.
- Sustainability Performance and Progress: Review the Company's sustainability performance and progress towards sustainability strategic goals and objectives, including periodically reviewing the Company's performance on relevant and appropriate sustainability, human capital management, corporate responsibility and governance scorecards and rankings and the Company's climate change initiatives.
- Evaluation of the Board: The Nom/Gov Committee shall be responsible for overseeing a periodic self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.
- Additional Duties: The Nom/Gov Committee shall have such other duties as may be delegated from time to time by the Board.

## **Other Matters**

- Indemnification. All members of the Nom/Gov Committee shall be indemnified and held harmless by the Company and its successors and assigns in connection with their service on the Committee to the maximum extent provided for under applicable law, the Company's Certificate of Incorporation and By-laws.
- General. Nothing contained in this Charter is intended to create, or should be construed as creating, any additional responsibility or liability of the members of the Nom/Gov Committee, except to the extent otherwise provided under the Company's Certificate of Incorporation, By-laws and other applicable law, which shall continue to set the standard for the conduct of the members of the Nom/Gov Committee.
- Disclosure of Charter. This Charter shall be made available on the Company's website, [www.ir.vuzix.com / corporate-governance](http://www.ir.vuzix.com/corporate-governance).