

VUZIX CORPORATION
NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

Overview of Role

The Nominating Committee of the Board (the “Nominating Committee”) identifies the slate of director nominees for election to the Company’s Board, recommends candidates to fill vacancies occurring between annual shareholder meetings, and otherwise establishes and oversees the process for nominations for election to the Company’s Board, in accordance with applicable laws and rules.

Membership

The membership of the Nominating Committee consists of all 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.

The members of the Nominating Committee are elected by the Board at its annual meeting held in conjunction with the annual shareholders meeting. Members of the Nominating Committee shall hold their office until their successors shall be duly elected and qualified, or until such member’s earlier resignation or removal. The Board shall have the power at any time to remove from or add the membership of the Nominating 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 Nominating Committee may designate a Chairperson by majority vote of the full Nominating Committee membership.

Operations

The Nominating Committee meets at least two times a year. Additional meetings may occur as the Nominating Committee or its Chairperson deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Nominating Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Nominating 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.

Authority

The Nominating 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 Nominating Committee and legal counsel in the course of obtaining legal advice will be considered privileged

communications of the Company and the Nominating Committee will take all necessary steps to preserve the privileged nature of those communications.

Responsibilities

The Nominating 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 his or her 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 Nominating 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 Nominating Committee deems it appropriate, it shall establish and review on an annual basis any specific, minimum qualifications that the Nominating Committee believes must be met by a new Nominating Committee-recommended nominee for a position on Company's Board, as well as any specific qualities or skills that the Nominating 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 Nominating 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 Nominating Committee.