

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF BYRNA TECHNOLOGIES INC.

I. Purpose

The Nominating and Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Byrna Technologies Inc. (the “Company”) to: select the individuals qualified to serve on the Board (consistent with criteria that the Board has approved) for election by stockholders at each annual meeting of stockholders and to fill vacancies on the Board of directors; develop, recommend to the Board, and assess corporate governance policies for the Company; and oversee the evaluation of the Board.

II. Committee Membership

The Committee shall consist of no fewer than two members of the Board. The members of the Committee shall meet the independence requirements of the NASDAQ Stock Market.

The members of the Committee shall be appointed by the Board on the recommendation of the Committee of the Board. One member of the Committee shall be appointed as Committee Chair by the Board. Committee members and the Chair position may be replaced by the Board following the resignation or removal of a Committee member, based on recommendations from the Committee.

Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member. A Committee member may resign from the Committee upon written notice to the Board. Resignation from the Committee does not automatically resign the member from the Board.

III. Meetings

The Committee shall meet at least quarterly and as often as necessary to carry out its responsibilities. The Committee Chair will preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at the meeting shall designate one of the other members as the acting chair of such meeting.

The Committee may request any officer or other employee of the Company, or any representative of the Company’s internal or outside legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member’s participation is not appropriate, and such member’s absence shall not destroy the quorum for the meeting. The Committee may act by unanimous written consent.

IV. Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

- A. The Committee shall periodically assess, develop, and communicate with the Board concerning the appropriate criteria for nominating and appointing members of the Board, including the size and composition of the Board, corporate governance policies, applicable listing standards, laws, rules and regulations, the consideration of stockholder nominees to the Board, and other factors considered appropriate by the Board or the Committee.
- B. The Committee shall identify individuals believed to be qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, including without limitation skill, diversity, integrity, experience with comparable businesses and other organizations, experience relevant to the needs of the Company, leadership qualities, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board and such other factors as the Committee deems appropriate. The Committee shall also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company's bylaws and other governing documents.
- C. The Committee shall evaluate and recommend to the Board whether an incumbent director should be nominated for re-election to the Board upon expiration of such director's term. The Committee will consider the same factors established for new director candidates to make its evaluation and recommendation and will also take into account the incumbent director's performance as a Board member and such other factors as the Committee deems appropriate.
- D. The Committee shall conduct an annual evaluation of whether each member of the Board qualifies as independent under applicable standards and shall present its recommendation to the Board.
- E. The Committee shall recommend candidates for appointment to the Company's standing Board committees in accordance with the policies and principles in each committee's charter.
- F. At least annually, the Committee shall review and report to the Board on succession planning for appropriate contingencies in the event that the Chair of the Board retires, resigns or is incapacitated. The Committee shall assist the Board in evaluating potential successors to the Chair of the Board.
- G. The Committee shall consider possible conflicts of interest of Board members and management, including reviewing, as necessary, any executive officer's request to accept a directorship position with another company, and make recommendations to the Board to prevent, minimize, or eliminate such conflicts of interest.
- H. The Committee shall oversee an annual evaluation of the Board, its committees and each director.

V. Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee

VI. Structure and Operations

The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall 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 electronic communication), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any improvements to this Charter that the Committee considers necessary or desirable to the Board for approval.

VII. Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VIII. Performance Evaluation

The Committee shall at least annually review and evaluate its performance, including by reviewing its compliance with this Charter, and report the results of this evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Adopted: February 11, 2021