



## **TESSCO Technologies Incorporated**

### **Nominating and Governance Committee Charter**

#### **PURPOSE**

The Board of Directors (the “Board”) of TESSCO Technologies Incorporated (the "Company") has constituted and established a Nominating and Governance Committee (the "Committee") with authority, responsibility, and specified duties as described in this Nominating and Governance Committee Charter. The Committee is responsible for (i) developing and implementing policies and procedures that are intended to assure that the Board will be appropriately constituted and organized to meet its fiduciary obligations to the Company and the shareholders on an ongoing basis; (ii) assessing the Company’s corporate governance environment; and (iii) overseeing the evaluation of the Board.

#### **ORGANIZATION**

- Members of the Committee shall be appointed by the Board. Each member shall serve until the earlier to occur of the date on which he or she shall (1) be replaced by the Board; (2) resign from the Committee; or (3) resign from the Board.
- The Committee shall have at least three (3) members and shall be comprised solely of independent directors (except as otherwise permitted by applicable law, rule or regulation).
- As used in this Charter, "independent director" means independent as defined from time to time by the NASDAQ Stock Market LLC listing standards and as described in the Company’s independence guidelines.
- The Board shall appoint one of the members of the Committee as Chairperson. It is the responsibility of the Chairperson to schedule all meetings of the Committee and provide the Committee with a written agenda for all meetings.

#### **RESPONSIBILITIES**

In support of the Board, the Committee shall do the following.

- a) Make recommendations to the Board regarding matters and practices concerning the Board, its committees and individual directors.
- b) Evaluate the composition, organization and governance structure of the Board in order to ensure that it has an appropriate breath of expertise and that its members consist of persons with sufficient diverse and independent skill sets and backgrounds.
- c) Make recommendations to the Board concerning the qualifications, skills, compensation and retirement age of directors, and interview and evaluate candidates for nomination to the Board, including those recommended by shareholders.
- d) Recommend nominees for election to the Board, make recommendations to the Board as to whether directors should stand for re-election, and establish and administer a Board evaluation process.

- e) Consider questions of independence and possible conflicts of interest of members of the Board, and evaluate the qualification of nominees or members of the Board for specified roles or tasks.
- f) Make recommendations to the Board about the appointment of directors to Board Committees and the selection of Chairperson of the Board Committees.
- g) Review timely nominations by shareholders for the election of directors and ensure that such shareholders are advised of any action taken by the Board with respect thereto.
- h) Periodically review and assess the adequacy of the Code of Business Conduct and Ethics<sup>1</sup> and approve revisions deemed appropriate by the Committee.
- i) Review the effectiveness of the Company's corporate governance environment and recommend improvements or enhancements, as needed.
- j) Oversee the Board's evaluation of the Board. Receive comments from all directors as to the Board's performance and report periodically to the Board with an assessment of the Board's performance.
- k) Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

### **REPORTING**

The Nominating and Governance Committee will prepare and, through its Chairperson, submit periodic reports of the Committee's work and findings to the Board. Said report will contain recommendations for Board actions when appropriate.

Initial Effective Date: May, 2004

Updated: April, 2019

---