



## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### I. PURPOSE

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Resonant Inc. (the “**Company**”) shall be to review and make recommendations to the Board on matters concerning corporate governance; Board composition; identification, evaluation and nomination of director candidates; and Board committees.

In furtherance of these purposes, the Committee will undertake the specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

### II. MEMBERSHIP

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Committee shall consist of no fewer than three members of the Board. The Board may designate one member of the Committee as its chair. The Committee may form and delegate authority to subcommittees when appropriate. Members of the Committee shall not have any relationship with the Company or its affiliates that may interfere with the exercise of their independence and shall otherwise be deemed “Independent Directors” as defined by The Nasdaq Stock Market, LLC Marketplace Rules (the “**Nasdaq Rules**”).

### III. RESPONSIBILITIES AND DUTIES

The overall responsibilities and duties of the Committee shall include the following domains and specific duties:

- Identify the skill set, qualifications and other criteria which should be present in the Board and identify gaps between the current and desired skill set, qualifications and other criteria.
- Develop a Board recruitment strategy and oversee search activity, including reviewing the qualifications of potential candidates and interviewing candidates.
- Formulate and recommend for adoption to the Board a policy regarding the qualifications, skills and other attributes the Company seeks in nominees for election to the Board.
- Recommend to the Board:
  - the persons to be nominated by the Board for election to the Board by stockholders at each annual meeting of stockholders; and
  - the persons to be appointed to fill any vacancy on the Board which shall occur for any reason.

- Formulate and recommend for adoption to the Board a policy regarding consideration of nominees for election to the board of directors who are recommended by security holders of the Company and consider the recommendation of Board candidates submitted from the stockholders of the Company in accordance with such policies.
- Recommend appointments to committees of the Board and chairpersons for such committees.
- Review the appropriateness of Board committees and the need for additional committees.
- Review from time to time the size and composition of the Board and recommend any changes it deems advisable.
- Annually review the status of each member of the Board as independent or not independent and present its findings to the Board.
- Review any meaningful change in the professional circumstances or job responsibilities of each of the directors and recommend appropriate action, if any, to the Board.
- Facilitate an annual assessment by Board members of the performance of the Board and the Board committees.
- Develop and recommend a CEO succession plan to the Board, and monitor management's succession plans for other key executives and review Resonant's practices for ensuring the continuity of a capable management team.
- Advise the Board regarding the appropriate board leadership structure for the Company, including whether the Board should have an independent chairman.
- Review and assess corporate governance policies for the Company, including the Company's Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval.
- Exercise authority to hire and terminate any search firm or other advisor to be used to help the Committee carry out its responsibilities.
- Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
- Perform other responsibilities reasonably related to the responsibilities specified above or otherwise delegated to the Committee by the Board.

In performing its duties, the Committee shall have the authority, at the Company's expense, to retain, hire, and obtain advice, reports or opinions from internal or external legal counsel and expert advisors.

#### **IV. MEETINGS**

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. Meetings may be called by any Committee

member or by Company management upon due notice to each member of the Committee at least 48 hours prior to the meeting, unless waived in writing. A majority of the total number of members of the Committee will constitute a quorum for all Committee meetings, and a quorum can act on behalf of the Committee. The Committee may meet in person or telephonically and may also take action and make recommendations by written, emailed, or electronically delivered consent in lieu of a meeting.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide information that the Committee requests. However, the Committee shall also meet regularly in executive session without the officers or other employees of the Company present.

## **V. MINUTES**

The Committee shall maintain written minutes of its meetings and actions by unanimous written consent, which will be filed with the minutes of the meetings of the Board.

## **VI. REPORTS**

The Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

## **VII. COMPENSATION**

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Special compensation given to a non-employee director for service on the Committee shall not disqualify him or her from serving on the Committee.

## **VIII. CHARTER REVIEW**

The Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee determines are appropriate.

## **IX. LIMITATIONS OF COMMITTEE'S ROLE**

Committee members are not deemed to have accepted a duty of care greater than the duty of other directors. Nothing contained in this Charter is intended to alter the operation of the "business judgment rule" as interpreted under Delaware law.

Adopted Effective August 8, 2016