



AEYE, INC.

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE**

**OF THE BOARD OF DIRECTORS**

Adopted by the Board of Directors on August 16, 2021

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**I. STATEMENT OF POLICY**

This charter (the “**Charter**”) specifies the scope of the responsibilities of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of AEye, Inc. (the “**Company**”) and the manner in which those responsibilities shall be performed, including the Committee’s structure, processes, and membership requirements.

The primary responsibilities of the Committee are to (i) identify and screen individuals qualified to become Board members; (ii) select, or recommend to the Board, director nominees for each election of directors; (iii) develop and recommend to the Board criteria for selecting qualified director candidates; (iv) consider committee member qualifications, appointment, and removal; (v) recommend corporate governance principles, including policies, applicable to the Company; and (vi) provide oversight in the evaluation of the Board and each committee.

**II. COMPOSITION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of two (2) or more Board members (the “**Members**”), each of whom must be determined by the Board to be “independent” under the Company’s Corporate Governance Guidelines and the rules of the Nasdaq Stock Market (“**Nasdaq**”); *provided, however*, that one (1) director who does not meet the independence criteria of Nasdaq may, subject to the approval of the Board, serve on the Committee pursuant to, and subject to the limitation under, the “exceptional and limited circumstances” exception provided under the rules of Nasdaq.

The Members shall be appointed by the Board and shall serve, at the discretion of the Board, until their successors are duly elected and qualified or until their earlier resignation, removal, or death. Any Member may be removed or replaced by the Board at any time with or without cause. Unless a Committee chair is elected by the full Board (the “**Chair**”), the Members may designate a Chair by majority vote of the full Committee.

The Committee may, from time-to-time, delegate any and all duties or responsibilities to one (1) or more subcommittees or to one (1) Member of the Committee.

### **III. OPERATING PRINCIPLES, MEETINGS, AND COMMITTEE ACTION**

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities hereunder, and at least twice during each fiscal year. The Chair shall preside at all regular meetings of the Committee and shall set the agenda for each Committee meeting. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

The Committee may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee.

A majority of the Members shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the Members present (in person or by telephone conference call) shall represent the valid action of the Committee. The Committee may also take action by unanimous written consent without a meeting. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, or other advisors as appropriate to perform its duties hereunder. Without limiting the generality of the foregoing, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs, and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

### **IV. AUTHORITY AND RESPONSIBILITIES**

To fulfill its responsibilities and duties hereunder, the Committee shall:

#### **A. Nominating Functions**

1. Determine criteria for selecting new directors, including desired board skills, knowledge, experience, diversity, and other attributes required to fulfill their respective duties, and identify and actively seek individuals qualified to become directors.
2. Evaluate candidates for membership on the Board and select, or recommend to the Board, nominees for election at the annual stockholders' meeting, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.
3. Consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement, and any nominations of director candidates validly made by the Company's stockholders in accordance with applicable laws, rules, and regulations, the provisions of the Company's charter documents, and the policies of the Company in respect of director nominations.

4. Review and make recommendations to the Board concerning qualifications, appointment, and removal of Board committee members.

5. Periodically evaluate Board succession, including succession planning for Board leadership positions.

## **B. Corporate Governance Functions**

1. Review, assess, and consider evolving corporate governance best practices and develop and review, on an ongoing basis, the adequacy of the corporate governance guidelines applicable to the Company and recommend to the Board for amendment as appropriate. Such principles shall include, at a minimum, director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession, and annual performance evaluation of the Board and its committees.

2. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence, and the director nomination process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

3. In consultation with the Audit Committee of the Board (the "**Audit Committee**"), review and recommend to the Board for adoption any revisions to the Company's Code of Business Conduct and Ethics (the "**Code**"), which meets the requirements of Item 406 of the Regulation S-K of the Securities and Exchange Commission ("**SEC**"), and provide for prompt disclosure to the public of any change in, or waiver of the Code, and adopt procedures for monitoring and enforcing compliance with the Code.

4. Review, assess, and consider the Company's Insider Trading Policy and other corporate governance policies from time to time, and recommend any amendments or revisions for consideration and adoption by the Board as appropriate.

5. Review, at least annually, the Company's compliance with the corporate governance listing requirements of Nasdaq, and report to the Board regarding the same.

6. At the request of the Audit Committee, review the Company's Related Party Transaction Policy, and recommend any amendments or revisions for consideration and adoption by the Board as appropriate.

7. Assist the Board in developing criteria for the evaluation of the performance of the Board and its committees.

8. If requested by the Board, assist the Board in its evaluation of the performance of the Board and each committee of the Board.

9. Review, assess, and recommend to the Board changes to the Company's bylaws as needed.

10. Working with management, develop orientation materials for new directors and corporate governance-related continuing education for all Board members.
11. Oversee succession planning for executive officers.
12. Regularly report to the Board on the Committee's activities, recommendations, and conclusions.
13. Perform any other functions and activities consistent with this Charter, the Company's bylaws and applicable law, rules, and regulations, as the Committee or the Board deems necessary or appropriate.

## **V. PERIODIC REVIEW**

The Committee shall (i) periodically review the scope of responsibilities of the Committee and the Committee's performance of its duties, and (ii) at least annually review and reassess the adequacy of this Charter. Any proposed changes to this Charter or the scope of responsibilities of the Committee, where indicated, shall be referred to the Board for appropriate action.

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