

SYNTEC OPTICS INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. PURPOSE AND SCOPE

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Syntec Optics Inc. (the “**Company**”) is to (1) identify qualified candidates to become Board members, (2) recommend to the Board for selection nominees for election as directors and to fill vacancies on the Board, (3) oversee the annual evaluation of the Board and its committees, and (4) take a leadership role in shaping the corporate governance of the Company.

II. MEMBERSHIP

- A. The Committee shall consist of at least three (3) of the independent members of the Board. The members of the Committee shall be appointed by action of the Board and shall serve in such capacity as long as they continue to serve as independent members of the Board.
- B. The Board shall designate one Committee member as the Committee’s chair (“**Chair**”).
- C. Each Committee member shall have no material relationship with the Company and shall satisfy the independence requirements of the Company, Nasdaq, the Securities Exchange Act of 1934 (“**Exchange Act**”), and the rules and regulations of the Securities and Exchange Commission (“**SEC**”).

III. RESPONSIBILITIES

The Committee shall have the following responsibilities and duties:

- a. Develop and recommend to the Board for its approval Corporate Governance Guidelines, which the Committee shall review on an annual basis, or more frequently if appropriate, and recommend changes as necessary or advisable.
- b. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.

- c. Review, in consultation with the Chairman of the Board, the Chief Executive Officer (“CEO”) and other directors, the Board’s committee structure and recommend to the Board for its approval the directors to serve as members of each committee. The Committee shall review and recommend committee slates and shall recommend additional committee members to fill vacancies as needed. When making its committee slate recommendation to the Board, the Committee may in its discretion also recommend who should serve as the Chairman of any such committee.
- d. Recommend to the Board nominees to fill vacancies in membership of the Board as they occur among the directors. For an individual being considered for election to the Board for the first time, the Committee shall submit its recommendation to the Board in advance of ascertaining the willingness of the recommended candidate to serve if elected.
- e. Lead the search for qualified Board candidates. In fulfilling this responsibility, the Committee shall also consult with the Chairman of the Board, the Chief Executive Officer, and other directors concerning director candidates.
- f. Prepare, as needed, and submit to the Board for adoption by the Board, a list of selection criteria to be used by the Committee.
- g. Annually review the CEO’s performance regarding corporate governance issues. This input will be delivered to the Compensation Committee for use in its deliberations when considering the performance and compensation of the CEO.
- h. Recommend to the Board whether to accept the resignation of a director tendered in accordance with the Corporate Governance Guidelines, as may be in effect from time to time.
- i. Periodically review the Company’s strategy, initiatives and programs relating to matters of corporate responsibility and sustainability, including potential impacts to the Company’s business of environmental, social and governance issues.
- j. Provide oversight regarding the Company’s crisis management continuity and communication plans.
- k. Periodically monitor regulatory developments relating to corporate governance and to make recommendations to the Board, as appropriate.
- l. The Committee shall have the authority to delegate any of its responsibilities as the Committee may deem appropriate in its sole discretion.

- m. The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.
- n. The Committee shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

IV. MEETINGS

The Committee shall meet as often as it deems necessary to perform its responsibilities. The Committee may, in its discretion, invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered. Meetings can be called by the Chairperson of the Committee at the request of any member of the Committee. At all Committee meetings, a majority of the then- current members of the Committee shall constitute a quorum. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee shall keep written minutes of its meetings and record such minutes with the books and records of the Company. Minutes of each meeting will be distributed to the members of the Board and the Committee shall provide a report of such meeting to the full Board.

V. INDEPENDENT ADVICE

The Committee may conduct or authorize inquiries into or studies of matters within the Committee's scope of responsibilities and duties as described above as it shall deem appropriate (including the authority to request any officer, employee, or advisor of the Company to meet with the Committee or any consultants or advisors engaged by the Committee).