

# FRANKLIN WIRELESS CORP.

## CHARTER OF THE NOMINATING COMMITTEE

(Adopted September 23, 2020)

### **Purpose:**

The purpose of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Franklin Wireless Corp. (the “Company”) shall be to review and make recommendations to the Board on matters concerning Board composition; identification, evaluation and nomination of director candidates; and Board committees

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

### **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 two 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 be independent directors in accordance with the listing standards of The NASDAQ Stock Market LLC (the “Nasdaq Rules”).

### **Responsibilities and Duties:**

#### Board of Directors

The responsibilities and duties of the Committee include:

- Review composition and size of Board and determine the criteria for Board membership including matters such as (i) character, judgment, diversity, age, expertise, corporate experience, length of service, independence, other board commitments and the like and (ii) gender composition requirements imposed by applicable law.
- Conduct a periodic evaluation of the Board as a whole and evaluate the performance of individual Board members eligible for reelection.
- Identify, consider and recommend candidates to fill new positions or vacancies on the Board.
- Review any candidates for the Board recommended by stockholders, provided such recommendations are submitted in compliance with the Company’s policies and procedures for consideration of candidates for the Board.

- Recommend director nominees to be selected by the Board for a vote at each annual meeting of stockholders.
- Develop and review periodically the policies and procedures for considering nominees for election to the Board.
- Review the disclosure included in the Company's proxy statement regarding the Company's policies and procedures for the Committee's consideration of candidates for the Board.

### Board Committees

- Periodically review the charter and composition of each Board committee and make recommendations to the Board for the creation of additional Board committees, changes in structure, composition or mandate of Board committees, or dissolution of Board committees.
- Recommend to the Board persons to be members and chairs of the various Board committees each year.
- Periodically review and reassess the adequacy of the Committee's charter, processes and performance and submit any recommended changes to the Board for its consideration.

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, including any search firm to be used to identify Board candidates, as well as to receive appropriate funding from the Company for ordinary administrative expenses that are necessary or appropriate in carrying out its duties. The Committee shall have full access to all of the Company's books, records, facilities and personnel.

### **Meetings:**

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it shall provide to the Board. The chair of the Committee shall develop a schedule of meetings throughout the year, to the extent it can be foreseen. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

**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.