
TECHPRECISION CORPORATION

Nominating and Corporate Governance Committee Charter

(effective May 5, 2023)

I. INTRODUCTION

This charter governs the operations of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of TechPrecision Corporation (the “*Company*”). The Company shall make this charter available on its website at <http://www.techprecision.com/>.

II. PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws.

III. COMPOSITION

The Committee shall be composed of three or more directors. Each member of the Committee shall be independent in accordance with the listing rules of The Nasdaq Stock Market LLC (“*Nasdaq*”) (unless otherwise provided for, or permitted by, the rules of Nasdaq).

The members of the Committee shall be appointed by the Board. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

IV. MEETINGS

The Committee shall meet as often as it determines necessary to carry out its responsibilities, but not less than once per year. Additional meetings may be scheduled as needed and may be called by the Chair of the Committee or, if there is no such chair, by two members of the Committee. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company’s By-laws that are applicable to a committee of the Board. Except as otherwise provided by statute, a majority of the members shall represent a quorum of the Committee for the transaction of business at any meeting. Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of at least a majority of the members present (in person or by telephone or video conference call) at a meeting at which a quorum is present. The Committee may, in its discretion, invite other directors of the Company, members of the Company’s management or any other person, including without limitation, outside counsel, whose presence the Committee believes to be desirable and appropriate to attend and observe meetings of the Committee. However, the Committee shall meet regularly without such members present, and in all cases the Chief

Executive Officer (“*CEO*”) and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

V. RESPONSIBILITIES AND DUTIES

The Committee shall have the following authority and responsibilities:

A. To identify and screen individuals qualified to become members of the Board, consistent with the Company’s Corporate Governance Guidelines and any criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures described in the Company’s proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation and bylaws, each as amended.

B. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.

C. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.

D. To oversee the Company’s corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company’s corporate governance framework, including its certificate of incorporation and by-laws.

E. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

F. To review the Board’s committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.

G. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

H. To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary, in each case, as deemed appropriate and advisable by the Committee.

I. To develop and recommend to the Board for approval, if deemed appropriate and advisable by the Committee, director independence standards in addition to those required by Nasdaq and/or standards for determining whether a director has a relationship with the Company that would impair its independence.

J. To 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 nominations process.

K. To monitor compliance with the Company's Code of Ethics and Business Conduct (the "*Code*"), to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board.

L. To develop and recommend to the Board for approval, if deemed appropriate and advisable by the Committee, a CEO succession plan (the "*Succession Plan*"), to review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for the CEO and recommend to the Board any changes to and any candidates for succession under such Succession Plan.

VI. RESOURCES; OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

VII. PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

VIII. DELEGATION OF DUTIES

The Committee shall be entitled to form and delegate any or all of its duties or responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's Certificate of Incorporation and By-laws and all applicable laws, regulations and rules of markets in which the Company's securities then trade, as applicable.