

## **GOVERNANCE COMMITTEE CHARTER**

### **PURPOSE:**

The Governance Committee (“Committee”) will assist the Board of Directors of Weebit Nano to fulfill its responsibilities regarding matters that relate to governing the organization and in identifying and making recommendations to the board candidates to be Board Directors.

### **KEY RESPONSIBILITIES:**

The Governance Committee shall perform all duties as requested or required by the Board of Directors. The Governance Committee will specifically be responsible for the following duties and responsibilities:

1. Advise the Board about operational strategies and actions including relevant amendments to the organization’s bylaws to strengthen the organization and empower the Board in meeting its obligations related to good governance principles and abide by the organization’s mission.
2. Establish rules governing the sale or purchase of Weebit stock by Directors, Officers, Company employees and Advisors and Consultants who are privy to any sensitive information that can effect the price of the stock on the public market and which is not publicly available.
3. Advise the Board about strategies that strive to increase individual Board Director effectiveness and their abilities to work collaboratively with their peers.
4. Devise and make recommendations for policies on issues related to Board Director service.
5. Devise and make recommendations for policies that reflect best practices for overall good governance.
6. Develop a conflict of interest policy and recommend it to the Board and review compliance regularly.
7. Lead and facilitate periodic board self-assessments to ensure superior board performance and overall trust in effectiveness.
8. Evaluate the Board’s current composition and identify the current and future needs of the organization to ensure that the Board has the necessary diversity, perspectives, experience, skills, maturity and judgment to effectively pursue their duties in planning and oversight.
9. Review the Board’s individual Board Directors at the end of each of their board terms as part of the re-election process to ensure that they continue to have the appropriate skills and engagement level to continue serving on the Board.
10. Make recommendations to the Board about the criteria and qualifications that they deem appropriate for election as Board Directors.
11. Recruit, identify and interview candidates for potential Board Directors that meet the identified criteria for election to the Board.
12. Make nominations to the Board for qualified individuals as Board Directors.
13. Make recommendations to the Board of Directors to serve as Committee Chair and Committee Members.
14. Develop and conduct an orientation process for newly appointed Board Directors and provide ongoing board training and development.



## **MEETINGS:**

The Governance Committee will meet at least quarterly and hold additional meetings as needed to fulfill its responsibilities as described in this Committee Charter and as called by the Governance Committee Chair. The CEO and Chairman will be requested to attend as appropriate as well as the company's CFO and Counsel.