

ASTRONOVA, INC.

NOMINATING AND GOVERNANCE

COMMITTEE CHARTER

STATEMENT OF PURPOSES

The Nominating and Governance Committee (the “Committee”) shall assist the Board of Directors (the “Board”) of AstroNova, Inc. (the “Company”) in fulfilling the Board’s nomination and corporate governance responsibilities. The Committee shall (i) advise the Board concerning appropriate composition of the Board and its committees, including identifying individuals qualified to serve on the Board and its committees; (ii) recommend to the Board individuals to be nominated by the Board for election to the Board by the shareholders or, in appropriate circumstances, elected by the Board to fill vacancies on the Board; (iii) advise the Board regarding appropriate governance practices and assist the Board in achieving them; (iv) oversee and report to the Board concerning the periodic evaluation of the Board, each committee of the Board, including the Committee, and members of the Board; and (v) perform such other functions, and have such other responsibilities, as may from time to time be delegated to the Committee by the Board.

ORGANIZATION AND GENERAL PROCEDURES

The Committee shall be composed of at least three members of the Board, one of whom shall serve as Chairman. Each member of the Committee shall be independent in accordance with the requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the listing standards of the NASDAQ Stock Market (“NASDAQ”) and related rules and regulations (“Independent Director”) and shall satisfy all other applicable legal requirements. Determinations of independence shall be made by the Board in its business judgment and in accordance with applicable law and the listing requirements of NASDAQ.

The members of the Committee and its Chairman shall be appointed by the Board and shall serve until their successors are duly elected and qualified or until their earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

One of the Committee members shall serve as Chairman. The Board shall appoint the Chairman. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings. The Chairman of the Committee shall report to the Board concerning the Committee’s determinations and shall present the Committee’s recommendations to the Board for approval whenever necessary or desirable.

The Committee shall have the power to adopt its own operating rules and procedures, subject to applicable law and the Articles of Incorporation and the by-laws of the Company.

The Committee shall meet sufficiently often to discharge its responsibilities hereunder. Meetings of the Committee may be called by the Chairman of the Committee, by any two members of the Committee, or, should there be no Chairman of the Committee, by the Chairman of the Board. Committee may meet by telephone conference call or by any other means permitted by law or the Company's by-laws, as in effect from time to time. A majority of Committee members will constitute a quorum for the transaction of business. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. Members of the Board who are not members of the Committee, the Chief Executive Officer and other officers of the Company may be invited to Committee meetings. The Committee shall maintain a written record of its proceedings.

RESOURCES AND AUTHORITY

The Committee shall have the resources and authority it deems necessary and appropriate to discharge its responsibilities, at the Company's expense, including the authority to select, retain and terminate special counsel or other experts, any search firm used to identify director candidates or other consultants, and to approve the fees and other retention terms related to the appointment of such counsel, experts or consultants. The Committee shall have the power to call upon assistance from officers and employees of the Company and outside counsel and other advisers without the consent of management. The Committee shall have the authority to engage such independent legal and other advisors and consultants as it deems necessary or appropriate to carry out its responsibilities. The Committee, without further action by the Board, is authorized to cause the Company to pay the compensation of such advisors and consultants.

The Committee is at all times authorized to communicate directly, on an independent and, if need be, confidential basis with the Company's other directors, executives, managers, other employees and consultants to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, responsibilities or duties of the Committee. Management, other employees and consultants of the Company will be directed by the Company and the Board to cooperate and comply with the Committee's requests.

The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by officers and employees of the Company, whom such member believes to be reliable and competent in the matters presented and on counsel, consultants or other persons as to matters which the member believes to be within the professional competence of such person.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

RESPONSIBILITIES AND DUTIES

In carrying out its purposes, the Committee shall have the following duties, responsibilities and authority:

- *Recommend Characteristics for the Board.* Recommend to the Board, from time to time, the desired characteristics for the composition of the Board – including size, competencies, special knowledge or expertise, experience of members, diversity, age and other qualities the Committee deems appropriate for the effective discharge of the Board’s responsibilities.
- *Recommend Director Candidates.* Identify and review qualifications of potential Board members and make recommendations to the Board with respect to individuals to be nominated for election to the Board or, in appropriate circumstances, elected by the Board to fill vacancies on the Board.
- *Review of Directors Standing for Re-Election.* Periodically review directors standing for re-election, evaluate such directors on the basis of contribution, skills, expertise, qualifications, attributes, change of status and commitment to the Company, and make recommendations to the Board for nomination of directors for re-election. Members of the Committee will not participate in deliberations about their own performance or nomination for re-election.
- *Review Independence Standards, Independence of Directors and Finance Expertise Standard.* Periodically review and advise the Board regarding applicable standards to be used in determining the “independence” of individual directors and also standards to be used in determining other required competencies such as “financial expertise”. Review, as appropriate, whether members of the Board continue to meet such standards and whether the Board is comprised of a majority of Independent Directors.
- *Review of Shareholder Nominations of Director Candidates.* Evaluate and rule on the validity of any nominations of director candidates by the Company’s shareholders and consider any nominations of director candidates validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s Articles of Incorporation and by-laws.
- *Review of Performance of the Board and Its Committees.* Periodically, evaluate its own performance as a Committee and report the results to the full Board and coordinate the report of each other committee to the full Board with respect to its periodic review of its performance. Periodically oversee a review and evaluation of the full Board and report the results to the full Board.
- *Review Corporate Governance Policies, including Code of Conduct.* With the assistance of management and, as appropriate, in cooperation with other committees, develop, review, periodically assess and make recommendations to the Board

concerning appropriate corporate governance policies for the Company, including the Company's Code of Conduct.

- *Oversee and Review Director Education & Onboarding of New Directors.* Oversee and review on a periodic basis the continuing education program for directors and the orientation program for new directors.
- *Review and Monitor CEO, CFO and Executive Officer Succession Planning.* Review and monitor the succession plan for the Chief Executive Officer and the Chief Financial Officer, report periodically to the Board on the status of those plans and confer with the Chief Executive Officer about succession plans for the other senior officers of the Company.
- *Other Responsibilities.* The Committee may perform other activities consistent with this Charter, the Company's corporate governance documents and applicable listing standards as the Committee or the Board considers appropriate.

CONFIDENTIALITY

In order to facilitate the full development and examination of issues brought before the Committee and to encourage directors and officers to fully and frankly communicate with the Committee, all proceedings and records of the Committee shall be strictly confidential, except to the extent required by law or regulation or by a court of law or to the extent required for appropriate reporting of Committee recommendations or determinations to the Board.

Adopted as of March 22, 2004 and amended on March 14, 2016, April 3, 2018 and September 21, 2018.