

**CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
LANTRONIX, INC.**

**PURPOSE**

The purposes of the Corporate Governance and Nominating Committee of the Board of Directors (the “**Board**”) of Lantronix, Inc. (the “**Company**”) are to:

- Assist the Board in identifying prospective director nominees and recommend to the Board the director nominees for each annual meeting of stockholders.
- Recommend members for each committee of the Board.
- Develop and recommend to the Board governance principles and Board continuing education and training programs applicable to the Company.
- Lead the Board in its annual performance self-evaluation, including establishing criteria to be used in connection with such evaluations.
- Oversee other processes it deems appropriate regarding the evaluation of the Board and management.

In addition, the Corporate Governance and Nominating Committee will undertake those specific responsibilities listed below and such other duties and responsibilities as the Board may from time to time prescribe.

**COMPOSITION**

The Corporate Governance and Nominating Committee members will be appointed by, and serve at the discretion of, the Board, and Corporate Governance and Nominating Committee members may be replaced by the Board. The Corporate Governance and Nominating Committee will consist of at least two (2) members of the Board. Except as otherwise determined by the Board, members of the Corporate Governance and Nominating Committee must meet the independence requirements of the Nasdaq Capital Market, applicable rules promulgated by the Securities and Exchange Commission and other applicable laws.

**AUTHORITY AND RESPONSIBILITIES**

- The Corporate Governance and Nominating Committee shall evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- The Corporate Governance and Nominating Committee shall recommend for approval by the Board on an annual basis desired qualifications and characteristics for Board’s membership and conduct searches for potential members of the Board with corresponding attributes.

- The Corporate Governance and Nominating Committee shall make recommendations to the Board regarding the size and composition of the Board and its committees, establishes procedures for the nomination process, and screens and recommends candidates for election to the Board.
- The Corporate Governance and Nominating Committee recommends to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified under our Bylaws and Corporate Governance and Committee Charter.
- The Corporate Governance and Nominating Committee shall evaluate and propose nominees for election to the Board on an annual basis. The Corporate Governance and Nominating Committee shall consider stockholder nominees for election to the Board. With respect to diversity, the Committee may consider such factors as differences of viewpoint, professional experience, education, skill, and other individual qualities and attributes that contribute to board heterogeneity, including characteristics such as race, gender, national origin and sexual orientation. In performing these tasks the Corporate Governance and Nominating Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates.
- The Corporate Governance and Nominating Committee or the Board shall evaluate the “independence” of directors and director nominees against the independence requirements of the NASDAQ Rules, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.
- The Corporate Governance and Nominating Committee shall evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board’s governance principles, for cause or for other appropriate reasons.
- The Corporate Governance and Nominating Committee shall evaluate and make recommendations to the Board concerning the appointment of directors to committees of the Board and the selection of such committee chairpersons.
- The Corporate Governance and Nominating Committee may develop and recommend to the Board a set of corporate governance principles applicable to the Company.
- The Corporate Governance and Nominating Committee shall oversee the director performance evaluation process.
- The Corporate Governance and Nominating Committee may form subcommittees for any purpose that the Corporate Governance and Nominating Committee deems appropriate and may delegate to such subcommittees such power and authority as the Corporate Governance and Nominating Committee deems appropriate.
- The Corporate Governance and Nominating Committee shall make regular reports to the Board.
- The Corporate Governance and Nominating Committee shall review and reassess the adequacy and scope of this Charter periodically and recommend any proposed changes to the Board for approval.
- The Corporate Governance and Nominating Committee shall annually review its own performance.

- The Corporate Governance and Nominating Committee shall have authority to obtain advice and assistance from internal or external legal or other advisors.
- Each director must submit his or her Irrevocable Resignation (as defined below) in writing to the Chairman of the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee will recommend, and the Board will nominate, for election as a director only a candidate who has tendered, prior to mailing of the proxy statement for the annual (or special) meeting at which he or she is to be re-elected as a director, an irrevocable resignation authorized by Section 141(b) of the Delaware General Corporation Law that will be effective upon (i) the failure to receive the required vote at any annual or special meeting at which the candidate is nominated for re-election and (ii) Board acceptance of the resignation (an “Irrevocable Resignation”). In addition, in order to fill director vacancies and new directorships, the Corporate Governance and Nominating Committee will recommend, and the Board will elect, only candidates who tender, at or prior to the time of their appointment to the Board, the same form of Irrevocable Resignation tendered by other directors in accordance with these requirements.
- The Corporate Governance and Nominating Committee (or such other Committee comprised of independent directors as the Board may appoint) will consider the Irrevocable Resignation submitted by any director not receiving the requisite number of votes to be elected pursuant to Article III, Section 3.3 of the Bylaws of the Corporation and will recommend to the Board the action to be taken with respect to such tendered resignation (*i.e.* whether to accept or reject the tendered offer of resignation, or whether other action should be taken).
- Any director whose Irrevocable Resignation is under consideration pursuant to these director election procedures may not participate in any decision whether to accept his/her resignation offer, whether such decision is related to such director’s service on the Corporate Governance and Nominating Committee ( or such other Committee comprised of independent directors as the Board may appoint) or the Board.
- The Board shall act on the tendered offers of resignation, taking into account the recommendation of the Corporate Governance and Nominating Committee (or such other Committee comprised of independent directors as the Board may appoint), and shall publicly disclose (by press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered offers of resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. In determining whether to accept or reject any offer of resignation, the Corporate Governance and Nominating Committee (or such other Committee comprised of independent directors as the Board may appoint) and the Board may consider any factors they deem relevant in deciding whether to accept a Director’s resignation. Notwithstanding the foregoing, if the acceptance by the Board of all of the then pending offers of resignation would result in the Corporation having fewer than five directors who were in office prior to the applicable election, the Board may elect to extend such 90-day period by an additional 90 days if the Board shall determine that such an extension is in the best interests of the Corporation.
- If any incumbent director’s offer of resignation is not accepted by the Board, such director shall continue to serve until the next annual meeting or until his or her successor is duly elected and qualified, subject to such director’s earlier death, resignation, disqualification or removal. If a director’s offer of resignation is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any

resulting vacancy pursuant to the provisions of the corporation's Bylaws, or may decrease the size of the Board pursuant to the provisions of the corporation's Bylaws.

- The Corporate Governance and Nominating Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.

## **MEETINGS AND PROCEDURES**

- The Corporate Governance and Nominating Committee will set its own schedule of meetings and will meet at least twice per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. The Corporate Governance and Nominating Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- The Board may designate one member of the Corporate Governance and Nominating Committee as its chairperson. If the Board does not designate a chairperson, a majority of the members of the Corporate Governance and Nominating Committee may elect a chairperson of the Corporate Governance and Nominating Committee.
- Consistent with this Charter, the Corporate Governance and Nominating Committee shall report to the Board regarding its recommendations for director nominees for the next annual meeting of stockholders and regarding its examinations and recommendations with respect to corporate governance.
- Members of the Corporate Governance and Nominating Committee shall receive such fees, if any, for their service as Corporate Governance and Nominating Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board. Members of the Corporate Governance and Nominating Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.