

# **The Eastern Company**

## **Nominating and Corporate Governance Committee Charter**

The Board of Directors (the “Board”) of The Eastern Company (the “Company”) shall appoint from its members a Nominating and Corporate Governance Committee (the “Committee”). This Charter of the Nominating and Corporate Governance Committee (this “Charter”) defines the composition, purpose, duties and responsibility and authority of the Committee as follows:

### **Composition of the Committee**

The members of the Committee shall be appointed annually by the Board. The Committee will be composed of three or more nonemployee members of the Board. The Board shall affirmatively determine that each member is “independent” in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission (“SEC”) and the rules of The Nasdaq Stock Market. Unless a Chair is appointed by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee.

Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Board may replace any member of the Committee.

### **Purpose of the Committee**

The Committee’s primary purpose is to consider and report periodically to the Board on matters relating to the identification, selection and qualification of potential candidates for the Board, and to advise and make recommendations to the Board with respect to corporate governance matters.

### **Duties and Responsibilities**

The Committee:

- Shall develop and recommend to the Board qualification standards and other criteria for the selection of new directors, which shall include a description of any specific, minimum qualifications that the Committee believes must be met by a nominee. The Committee shall periodically reassess the adequacy of such qualification standards and other criteria and submit any proposed changes to the Board for approval. The current standards and criteria for Board membership are contained in the Corporate Governance Guidelines of the Board.
- Shall screen and recommend potential nominees to the Board who are identified by the Committee, directors, shareholders or through other sources. The Committee shall evaluate and assess each potential nominee against the standards and criteria described above and the specific needs of the Board at the time.
- May utilize the services of a third-party search firm to assist the Committee in the identification or evaluation of director candidates, as the Committee deems necessary or appropriate.
- Shall periodically review the Company’s Code of Business Conduct and Ethics and any similar codes and policies and recommend changes as deemed appropriate.
- Shall consider all matters pertaining to the Company’s corporate governance, and recommend to the Board for approval any modifications deemed appropriate by the Committee.
- Shall review this Charter annually and submit any recommended changes to the Board.

- Shall ensure that Board and committee membership complies with applicable independence and qualification standards.
- Shall develop and recommend for approval by the Board a set of Corporate Governance Guidelines applicable to the Company, and periodically review and evaluate the adequacy of such guidelines and recommend to the Board for approval any changes deemed appropriate by the Committee.
- Shall provide recommendations to the Board regarding committee assignments and rotation.
- Shall oversee an annual evaluation of the Board, individual directors and each of the committees of the Board as the Committee deems appropriate.
- Shall perform such other functions as required by law, the Company's certificate of incorporation or bylaws, or that the Board requests.

### **Meetings, Quorum, Informal Actions, Minutes, Reporting**

The Committee shall meet as often as it deems appropriate to perform its duties, but no less than once annually. Special meetings may be called by the Chair of the Committee. A majority of the members of the Committee shall constitute a quorum. Concurrence of a majority of the quorum (or, in case a quorum at the time consists of two members of the Committee, both members present) shall be required to take formal action of the Committee. Written minutes shall be kept for all formal meetings of the Committee. The Committee may request or permit any officer of the Company or any advisor, consultant or counsel to the Company to attend a meeting of the Committee.

As permitted by Section 33-749 and Section 33-753(d) of the Connecticut General Statutes, the Committee may act by unanimous written consent, and as permitted by Section 33-748 and Section 33-753(d) of the Connecticut General Statutes, the Committee may conduct meetings via any means of communication by which all directors participating may simultaneously hear each other during the meeting, including, without limitation, via telephone conference or video conference.

Members of the Committee may meet informally with officers or employees of the Company and its subsidiaries and may conduct informal inquiries and studies without the necessity of formal meetings. The Committee may delegate to its Chair or to one or more of its members the responsibility for performing routine functions, provided that any such delegation complies with Nasdaq and SEC rules and regulations and other applicable law.

The Committee shall report regularly to the Board of Directors.

### **Authority and Resources**

The Committee:

- Has the right, in its sole discretion, at any time to retain or obtain advice, reports or opinions from internal and external counsel, consultants, and other advisors (each, a "Nominating and Corporate Governance Advisor") as it deems necessary or appropriate to assist it in the full performance of its functions.
- Shall be directly responsible for the appointment and oversight of the work of any Nominating and Corporate Governance Advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable fees to any Nominating and Corporate Governance Advisor retained by the Committee.

- Shall have sole authority and responsibility to engage and terminate any search firm or consultant used to identify director candidates, and shall consider independence and potential conflicts of interest in retaining such advisors.