

THE LGL GROUP, INC.
NOMINATING COMMITTEE CHARTER
(Effective November 12, 2024)

Organization

This Charter governs the operations of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of The LGL Group, Inc. (“LGL Group” or the “Company”).

Purpose

The purpose of the Committee is to:

- a. Identify individuals qualified to become Board members;
- b. Recommend that the Board elect director nominees for the annual meeting of shareholders; and
- c. Recommend committee and committee chair assignments.

Authority

The Committee has authority to take appropriate actions necessary to discharge its responsibilities. Such authority includes, but is not limited to, the power to:

- a. Retain consultants, outside counsel, accountants, outside advisors, or others to assist as it determines appropriate to advise or assist in the performance of its functions;
- b. Seek any information it requires from employees or external parties; and
- c. Meeting with Company officers, external auditors, or outside counsel, as necessary.

Composition

The Committee shall have at least three members, each of whom shall meet the independence requirements of the NYSE American and any other applicable law, rule or regulation.. The Board, after due consideration, shall appoint the members of the Committee, designate its chair, and prescribe the terms of its members.

Meetings

- A. The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine.
- B. The Chair shall preside at meetings of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall elect a member of the Committee to serve as the chair of the meeting.

- C. The Chair, in consultation with other Committee members, shall set the agenda.
- D. A majority of members of the Committee shall constitute a quorum.
- E. The Corporate Secretary of LGL Group or another designated individual shall record and keep minutes of all Committee meetings.
- F. The Committee shall make regular reports to the Board with respect to its activities.

Responsibilities

Among its specific responsibilities, the Committee shall:

- A. Establish criteria and qualifications for Board membership, including standards for assessing independence. These criteria and qualifications shall include, among other things:
 - 1. The highest ethical standards and integrity;
 - 2. A willingness to act on and be accountable for Board decisions;
 - 3. An ability to provide wise, informed, and thoughtful counsel to top management on a range of issues;
 - 4. A history of achievement that reflects superior standards for the director candidate; and
 - 5. A background that provides a portfolio of experience and knowledge commensurate with the Company's needs.
- B. Identify and consider individuals qualified to become directors, including those recommended by shareholders and others, to fill positions on the Board, and assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- C. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible director candidates.
- D. Recommend to the Board candidates for election or reelection at each annual meeting of shareholders.
- E. Make recommendations to the Board regarding committee and committee chair assignments.
- F. Oversee the orientation of new directors and continuing education of directors.
- G. Perform an annual self-evaluation of the Committee's performance and report the results to the Board.
- H. Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board.

Limitation

Nothing in this Charter is intended to alter in any way the standard of conduct that applies to any of the directors of the Company under the Delaware General Corporation Law, as amended, and this Charter does not impose, nor shall it be interpreted to impose, any duty on any director greater than, or in addition to, the duties or standards established by the Delaware General Corporation Law.