

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF
OPTEX SYSTEMS HOLDINGS, INC.
(Updated 2025)**

Membership

The Nominating and Corporate Governance Committee (the "**Committee**") of the board of directors (the "**Board**") of Optex Systems Holdings Inc. (the "**Company**") shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the Rules of NASDAQ. The members of the committee shall be appointed by the Board based on recommendations from the nominating and corporate governance committee of the Board. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, developing and maintaining the Company's corporate governance practices and procedures, oversight of the board and board committee assessment process and any related matters required by the federal securities laws, and as otherwise delegated to the Committee by the Board from time to time.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

To determine the qualifications, qualities, skills, and other expertise required to be a director (the "**Director Criteria**").

To identify and screen individuals with the goal of identifying candidates qualified to continue as or become new members of the Board, consistent with the Director Criteria and taking into account each individual's character, judgment, diversity of experience, business acumen, ability to act on behalf of all shareholders and ability to devote appropriate time to serve on the Board and its committees. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's Certificate of Incorporation and Bylaws.

To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.

To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to documents, policies and procedures in the Company's corporate governance framework.

To develop, subject to approval by the Board, a process for annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.

If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

To monitor compliance with the Company's Code of Ethics (the "**Code**"), to investigate any alleged breach or violation of the Code, to enforce provisions of the Code and to review the Code periodically and recommend any changes to the Board.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least one time a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such a manner as it deems appropriate.