

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
WRAP TECHNOLOGIES, INC.**

*Adopted November 7, 2018 and
Amended February 14, 2020*

The Board of Directors (the “*Board*”) of Wrap Technologies, Inc., a Delaware corporation (the “*Company*”), has established a Nominating and Governance Committee (the “*Committee*”) with the authority, responsibility and specific duties as described in this Charter.

I. PURPOSE

The Committee is appointed by the Board to assist the Board in the following oversight functions for the Company, and other such responsibilities that may be delegated to the Committee by the Board. These duties include but are not limited to (a) assist the Board by identifying and recommending qualified director candidates, consistent with the criteria herein as adopted by the Board, for election at the annual meeting of stockholders and appointments to fill any vacancies on the Board; (b) to lead the Board in its annual review of the Board’s performance and the performance of the standing committees of the Board; (c) to recommend to the Board director nominees for each Board committee; and (d) to develop and recommend to the Board corporate governance guidelines any other policies and guidelines which the Committee deems necessary and applicable for adoption by the Company.

II. COMMITTEE MEMBERSHIP AND QUALIFICATIONS

The Committee will be comprised of not less than three members appointed by and at the sole discretion of the Board. Each member of the Committee will be directors who satisfy the “independence” requirements of the Nasdaq Capital Stock Market (“*Nasdaq*”) and the rules and regulations of the Securities and Exchange Commission (the “*SEC*”).

The members of the Committee will be appointed by and serve at the sole discretion of the Board. The Board will appoint members of the Committee who will hold office until the next annual meeting of stockholders or until their resignation or removal or until their successors are duly elected and qualified. The Committee Chair will be selected and appointed by the Board. Committee members may be replaced at any time by an affirmative vote of a majority of the Board.

III. RESPONSIBILITIES AND AUTHORITY

These duties and responsibilities of the Committee are set forth below as a guide, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

- Evaluate the current composition, organization and governance of the Board and its committees, and make recommendations to the Board for approval.

- Review and assess director candidates with the personal and professional qualifications desired by the Board and conduct searches for director candidates whose skills and qualifications match these specifications. Evaluate and propose director nominees for election to the Board. At a minimum, director nominees must meet the threshold requirements as set forth in the Company's policy regarding qualifications for director candidates attached hereto as Appendix A. Consideration of director candidates and/or nominees will include both the individual's merits in addition to the current or existing composition of the Board as well as other potential director candidates in order to establish a well-rounded, diverse, knowledgeable, and experienced Board.
- Lead the evaluation of the performance of the Board and its processes on an annual basis and for special circumstances, as the Board deems necessary and advisable.
- Review and assess the composition of the committees of the Board and any annual recommendations made by the committees for consideration by the Committee and make recommendations to the Board for consideration and approval regarding (i) the appointment of directors to each committee for membership, (ii) the appointment of their respective committee chairs, (iii) any proposed changes by such committees as the Committee deems appropriate, and (iv) provide the Committee's proposal of the slate of director nominees for election to the Board at the next annual meeting of stockholders.
- Consider bona fide candidates recommended by stockholders for nomination for election to the Board in accordance with the Company's procedures for stockholders submitting nominating recommendations attached hereto as Appendix B. The Committee will consider such candidates in accordance with the Company's policy on stockholder recommendations of director candidates for election attached hereto as Appendix C.
- As necessary in the Committee's judgment from time to time, retain and compensate third-party search firms to assist in identifying or evaluating potential director candidates for consideration by the Committees.
- Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Evaluate and consider matters relating to the skills and qualifications of all existing directors.
- Oversee the process of succession planning for the Chief Executive Officer and, as the Committee deems warranted, other executive and/or senior officers of the Company.
- Oversee the implementation and annual review of the Company's Code of Business Conduct and Ethics for all directors, executive officers and employees of the Company.
- Review and maintain oversight of matters relating to the independence of Board and its committee members in accordance with the independence requirements of the Nasdaq Market and the rules and regulations of the SEC.

- Oversee and assess the effectiveness of the relationship between the Board and Company management.
- Make regular reports to the Board regarding the Committee's activities.
- Review and assess the adequacy of this Charter and the appendices herein at least annually and recommend any proposed changes to the Board, as appropriate, and publish the Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.
- Annually evaluate the performance of the Committee. At a minimum, compare Committee performance to the requirements of this Charter and any other duties delegated by the Board and make recommendations to the Board for consideration, as appropriate.
- Take such other actions as may be assigned by the Board, the Chair of the Board and/or the Committee Chair from time to time.

IV. MEETINGS

The Committee will hold regular meetings at least once a quarter. The Committee will also conduct special meetings, to be called by the Committee Chair, as it determines necessary and appropriate in addition to regular meetings. At the request of any two members of the Committee, a special meeting of the Committee will be held promptly.

A majority of the Committee will constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, will be the act of the Committee. The Committee will keep a record of its actions and proceedings and report to the full Board as necessary and appropriate.

V. ADVISORS, EXPERTS AND DELEGATION

In carrying out its duties, the Committee has the sole authority, at the Company's expense, to retain and terminate any search firm to be used to identify director candidates and will have sole authority to approve the search firm's fees and other retention terms. The Committee will also have authority to obtain advice and seek assistance from internal or external resources, legal counsel, accounting or other advisors as it deems necessary and appropriate.

The Committee may, in its discretion, delegate all or a portion of such duties and responsibilities to one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions approved by the Committee and to the extent not limited by applicable law, will have and may exercise all the powers and authority of the Committee. Each subcommittee will be named as determined by the Committee and will keep regular minutes of its meetings and report the same to the Committee or the Board when required

APPENDIX A

POLICY REGARDING QUALIFICATIONS FOR DIRECTOR CANDIDATES

The Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Wrap Technologies, Inc., a Delaware corporation (the “*Company*”), believes that members of the Company’s Board must possess certain personal and professional qualifications in order to properly discharge their fiduciary duties to the Company’s stockholders, provide effective oversight of the management of the Company and monitor the Company’s adherence to the principles of sound corporate governance. It is therefore the policy of the Committee that all persons nominated to serve as a director of the Company should possess at least the minimum qualifications described herein (the “*Policy*”). While these specified qualifications provide a threshold, the Committee will also consider the contributions that a candidate can be expected to make to the collective effectiveness of the Board based upon the director candidate’s credentials, experience and expertise as a whole, as well as the composition of the Board at that time, and other relevant circumstances. This Policy may be modified from time to time by and at the discretion of the Committee.

1. *Integrity and Ethical Values.* Director candidates should possess the highest personal and professional standards of integrity and ethical values.
2. *Commitment.* Director candidates must be committed to promoting and enhancing the long-term value of the Company for its stockholders.
3. *Absence of Conflicts of Interest.* Director candidates should not have any interests that would materially impair their ability to (a) exercise independent judgment, or (b) otherwise discharge the fiduciary duties owed as a director to the Company and its stockholders.
4. *Fair and Equal Representation.* Director candidates must be able to represent all stockholders of the Company fairly and equally without favoring or advancing any particular stockholder or other constituency of the Company.
5. *Achievement.* Director candidates must have demonstrated achievement in one or more fields of business, professional, governmental, community, scientific or educational endeavor, and have proven mature and objective business judgment and expertise.
6. *Oversight.* Director candidates are expected to have sound judgment, derived from management or policy-making experience (which may be in the capacity of having served as an advisor or consultant), that demonstrates an ability to function effectively in an oversight role.
7. *Business Understanding.* Director candidates must have a general appreciation regarding major issues facing companies of similar size and operational scope to that of the Company which includes:
 - a. contemporary governance concerns;
 - b. regulatory obligations of a public issuer;

- c. strategic business planning;
 - d. competition in a global economy; and
 - e. basic concepts of corporate accounting and finance.
8. *Available Time.* Candidates must have, and be prepared to devote, adequate time to the Board and its committees. It is expected that each candidate will be able to arrange their business and professional commitments, including service on the boards of other companies and organizations, so that they are available to attend the meetings of the Company's Board and any committees on which they serve, as well as the Company's annual meeting of stockholders.
9. *Board Policies.* The candidate's election must not conflict with any applicable Board policies.
10. *Limited Exceptions.* Under exceptional and limited circumstances, the Committee may approve the candidacy of a nominee who does not satisfy all of these requirements if it believes the service of such nominee is in the best interests of the Company and its stockholders.
11. *Additional Qualifications.* In approving candidates to be recommended for election as director, the Committee will also assure that:
- a. At least a majority of the directors serving at any time on the Board meet the "independence" requirements of Nasdaq Capital Stock Market ("*Nasdaq*") and the rules and regulations of the Securities and Exchange Commission (the "*SEC*");
 - b. At least a majority of the directors satisfy the financial literacy requirements required for service on the audit committee under the rules of Nasdaq and the rules and regulations of the SEC;
 - c. At least one of the directors qualifies as an audit committee financial expert under the rules of the SEC or the Company will publicly disclose why it does not comply with this requirement; and
 - d. The independent directors should have general familiarity with the industry in which the Company conducts a substantial portion of its business or in related industries.

APPENDIX B

PROCEDURES FOR STOCKHOLDERS SUBMITTING NOMINATING RECOMMENDATIONS

The Nominating and Governance Committee (the “*Committee*”) of Wrap Technologies, Inc., a Delaware corporation (the “*Company*”), has adopted the following procedures for Company stockholders to submit recommendations “recommending stockholder” for director candidacy to the Board of the Company “director candidate” or “director nominee”. The Committee may amend or revoke these procedures from time to time.

1. *Stockholders Entitled to Make Submissions.* The Committee will accept for consideration submissions of recommendations for the nomination of directors from stockholders who meet the minimum percentage ownership requirements that the Board may establish from time to time. Submissions of such recommendations must comply with the requirements set forth below. Acceptance of a recommendation for consideration does not imply that the Committee will nominate the recommended director candidate.
2. *Manner and Address for Submission.* All stockholder nominating recommendations must be made in writing, addressed to the Committee in care of the Company’s corporate secretary at the Company’s principal offices. Submissions must be made by mail, courier or personal delivery. Any other methods of submission will not be considered.
3. *Information Concerning the Recommending Stockholders.* A nominating recommendation must be accompanied by the following information concerning each recommending stockholder:
 - a. The name and address, including telephone number, of the recommending stockholder;
 - b. The number of the Company’s shares owned by the recommending stockholder and the time period for which such shares have been held;
 - c. If the recommending stockholder is not a stockholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the stockholder and a statement from the recommending stockholder of the length of time that the shares have been held. Alternatively, if the Company is publicly traded, the stockholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the Securities and Exchange Commission (the “*SEC*”); reflecting the holdings of the stockholder, together with a statement of the length of time that the shares have been held; and
 - d. A statement from the stockholder as to whether the stockholder has a good faith intention to continue to hold the reported shares through the date of the Company’s next annual meeting of stockholders.
4. *Information Concerning the Proposed Director Nominee.* A nominating recommendation must be accompanied by the following information concerning the proposed director nominee:

- a. The information required by Item 401 of Regulation S-K (generally providing for disclosure of the name, address, and business experience for the past five years of the proposed nominee, as well as information regarding certain types of legal proceedings within the past five years involving the nominee);
 - b. The information required by Item 403 of Regulation S-K (generally providing for disclosure regarding the proposed nominee's ownership of securities of the Company); and
 - c. The information required by Item 404 of Regulation S-K (generally providing for disclosure of transactions between the Company and the proposed director nominee valued in excess of the lesser of \$120,000 or one percent of the average of the Company's total asset at year end for the last two fiscal years and disclosure of certain other types of business relationships with the Company).
5. *Relationships Between the Proposed Director Nominee and the Recommending Stockholder.* The nominating recommendation must describe all relationships between the proposed director nominee and the recommending stockholder, and any agreements or understandings regarding the nomination, including those between the recommending stockholder and the director nominee.
 6. *Other Relationships of the Proposed Director Nominee.* The nominating recommendation will describe all relationships between the proposed director nominee and any of the Company's competitors, customers, suppliers, labor unions or other persons with special interests regarding the Company.
 7. *Qualifications of the Proposed Director Nominee.* The recommending stockholder must furnish a statement supporting its view that the proposed director nominee possesses the minimum qualifications prescribed by the Committee for nominees, and briefly describing the contributions that the nominee would be expected to make to the board and to the governance of the Company.
 8. *Ability to Represent All Stockholders.* The recommending stockholder must state whether, in the view of the stockholder, the nominee, if elected, would represent all stockholders and not serve for the purpose of advancing or favoring any particular stockholder or other constituency of the Company.
 9. *Consent to be Interviewed by the Committee and, if Nominated and Elected, to Serve.* The nominating recommendation must be accompanied by the written consent of the proposed director nominee to: (a) be considered by the Committee and interviewed if the Committee chooses to do so in its discretion, and (b) if nominated and elected, to serve as a director of the Company. The recommending stockholder must furnish the proposed director nominee's contact information for this purpose.
 10. *Timing for Submissions Regarding Nominees for Election at Annual Meetings.* A stockholder (or group of stockholders) wishing to submit a nominating recommendation for an annual meeting of stockholders must ensure that it is received by the Company, as provided above, not later than 120 calendar days prior to the first anniversary of the date of the proxy statement for the prior annual meeting of stockholders. In the event that the date of the annual meeting

of stockholders for the current year is more than 30 days following the first anniversary date of the annual meeting of stockholders for the prior year, the submission of a recommendation will be considered timely if it is submitted a reasonable time in advance of the mailing of the Company's proxy statement for the annual meeting of stockholders for the current year.

11. *Stockholder Groups*. If a recommendation is submitted by a group of two or more stockholders, the information regarding recommending stockholders set forth in paragraph three above must be submitted with respect to each stockholder in the group.

APPENDIX C

POLICY ON STOCKHOLDER RECOMMENDATIONS OF DIRECTOR CANDIDATES FOR ELECTION

The Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Wrap Technologies, Inc., a Delaware corporation (the “*Company*”), considers recommendations for the nomination of directors “director candidate” or “director nominee” submitted by holders of the Company’s shares “recommending stockholder” entitled to vote generally in the election of directors to the Board of the Company as described herein (the “*Policy*”). The Board or the Committee may revise or revoke this Policy at any time.

1. In order for the recommendation of a security holder to be considered under this Policy, the recommending stockholder or group of stockholders must have held at least five percent (5%) of the Company’s voting common stock for at least one year as of the date the recommendation was made.
2. For each annual meeting of stockholders, the Committee will accept for consideration only one recommendation from any stockholder or affiliated group of stockholders. An affiliated group of stockholders means stockholders constituting a group under Regulation 13D of the Securities Exchange Act of 1934, as amended.
3. The Committee will also consider the extent to which the stockholder making the nominating recommendation intends to maintain its ownership interest in the Company.
4. The Committee will only consider recommendations of director nominees who satisfy the minimum qualifications prescribed by the Committee for director candidates, including that a director candidate must represent the interests of all stockholders and not serve for the purpose of favoring or advancing the interests of any particular stockholder group or other constituency.
5. Only those recommendations whose submission complies with the procedural requirements adopted by the Committee will be considered by the Committee.
6. All recommendations submitted by stockholders will be considered in the same manner and under the same process as any other recommendations submitted from other sources.
7. The Committee will select director candidates to be recommended for nomination to the Board according to the above requirements and qualification criteria established by the Committee. The Committee is under no obligation to recommend a director candidate for nomination.