

Rekor Systems, Inc.

Nominations Committee Charter

Purpose

The purpose of the Nominations Committee is to ensure proper performance of people and practices of Rekor Systems, Inc. (the "Corporation") by (1) recommending new members of the Board of Directors (the "Board"); (2) training new members of the Board; (3) reviewing the performance of the Board and its various committees and making recommendations intended to improve that performance, (4) evaluating and making recommendations to the Governance Committee as to changes in the charters of the various committees of the Board, (5) evaluating the performance of the Chief Executive Officer of the Corporation, (6) overseeing the development and implementation of succession planning for the Corporation's senior management positions; and (7) identifying and recommending candidates for membership of the Board committees.

Membership

The Nominations Committee shall consist of three or more independent directors. All of the members of the Nominations Committee shall be independent, as determined by the Board in accordance with these guidelines and as required by applicable laws and regulations and the requirements of any exchange on which the Corporation maintains a listing for any of its securities.

Authority and Responsibilities

The following are the duties and responsibilities of the Nominations Committee:

1. Evaluate the performance of the Board and its committees and make recommendations to the Governance Committee and ultimately to the Board from time to time as to changes that the Nominations Committee believes to be desirable with respect to the size and composition of the Board, and the structure or function of any committee thereof.
2. Identify individuals believed to be qualified to become members of the Board and recommend nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Nominations Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, the Nominations Committee shall take into consideration the criteria approved by the Board as set forth in the Corporation's governance guidelines and such other factors as it deems appropriate. The Nominations Committee shall solicit recommendations for candidates from members of the Corporation's Board and other sources deemed by the Nominations Committee to be appropriate and will consider candidates proposed by stockholders. The Nominations Committee may consider candidates proposed by management but is not required to do so.

3. Identify directors qualified to fill vacancies on any committee of the Board (including the Nominations Committee) and recommend that the Board appoint the identified director or directors to the respective committee. In nominating a candidate for committee membership, the Nominations Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation the alignment of candidate's experience with the goals of a particular committee and the interplay of the candidate's experience with the experience of other members of such committee.

4. Identify members of the Board qualified to become the chair of any committee of the Board (including the Nominations Committee) and recommend that the Board appoint the identified director as chair of the committee.

5. Execute any other duties or responsibilities expressly delegated to the Nominations Committee by the Board from time to time relating to the nomination of Directors and committee members.

6. Review overall Board performance and committee performance, and in conjunction with the Governance Committee, any potential conflicts of interest whenever a director is being considered for reelection to the Board. If appropriate, initiate additional reviews of any director's performance upon request of any Board member.

7. Evaluate and recommend measures of performance to be used by the Board in reviewing the Chief Executive Officer of the Corporation, including implementation of succession planning for senior management positions, oversight of subsidiaries and mechanisms for achieving compliance with Corporation policies and objectives.

8. Oversee training of new members of the Board, and periodically propose and facilitate continuing education opportunities relevant to the Board and its committees.

9. Perform such other reviews and assessments and make such other recommendations as the Nominations Committee deems appropriate to carry out the duties and discharge the responsibilities of the Nominations Committee.

The Nominations Committee shall have the resources and authority appropriate to discharge its duties and responsibilities.

Meetings and Procedures.

The Nominations Committee shall establish a schedule for at least four regular meetings each year. Special meetings may be called by the Chair of the Nominations Committee in such manner as the Chair shall determine to be appropriate to give the members of the Nominations Committee reasonable opportunity to participate in the meeting. A majority of the members of the Nominations Committee shall constitute a quorum. A majority vote at a meeting at which a quorum is present is sufficient to approve all actions taken by the Nominations Committee and any subcommittee thereof. The Nominations Committee and any such subcommittee may meet in person or telephonically as frequently as required. However, if unanimous written consent of the members is obtained, an in-person or telephonic meeting shall not be required in order for the Nominations Committee or any such subcommittee to take any action that the Nominations Committee or such subcommittee is authorized to take.

The Chair of the Nominations Committee shall be nominated by the Lead Director, if there is one, or otherwise by the Chair of the Board, and approved by the Board and may designate a person to serve as Secretary of the Nominations Committee who is not required to be a member of the Nominations Committee. The Nominations Committee may form and delegate authority to subcommittees and provide for the structure and procedures to be followed by such subcommittees, when appropriate.

The Nominations Committee shall make prompt written or oral reports of its activities to the Board, which shall include appropriate details of any approvals which are or may be binding on the Corporation. In the event of any dissenting votes, the report shall contain an explanation of the reason for the dissenting vote.

Self-Assessments and Charter Review

The Nominations Committee shall annually conduct a confidential review of its own performance which shall compare the performance of the Nominations Committee with the requirements of this charter. No report of its annual assessment shall be required. The Nominations Committee, in collaboration with the Governance Committee, shall also periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Approved by the Board of Directors on May 7, 2021