

BUTLER NATIONAL CORPORATION NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee is to consider and make recommendations to the Board on matters pertaining to the effectiveness of the Board, such as (a) size and composition of the Board; (b) individuals qualified to become Directors; (c) nominees to the Board; (d) the structure and composition of the committees of the Board; and (e) evaluation of the effectiveness of the Board and each of its committees. The Committee shall take a leadership role in shaping the corporate governance of the Company and of providing oversight of corporate ethics issues such as the Company's Standards of Business Ethics and Conduct. The Committee shall also be responsible for oversight of the Company's major non-financial reporting enterprise risk assessment and management processes not retained by the Board or otherwise allocated to another Board committee.

Goals and Responsibilities

The Nominating and Governance Committee shall:

1. Review the size and composition of the Board and make recommendations to the Board as appropriate.
2. Advise and make recommendations to the Board on corporate governance and all matters pertaining to the role of the Board and the practices and the performance of its Directors, which may include the development and periodic review of a set of corporate governance principles applicable to the Company and to recommend adoption or modification of the same to the Board.
3. Review criteria for election to the Board and recommend candidates for Board membership.
4. Review the structure and composition of Board committees and make recommendations concerning the membership and the chairmanship of each committee based on seniority, expertise, and other relevant considerations.
5. Develop and oversee an annual self-evaluation process for the Board and its committees.
6. Evaluate at least annually the overall effectiveness of the Board and its committees and make recommendations to the Board for improvements.
7. Consider and make recommendations to the Board concerning such other matters relating to the practices, policies and performance of the Board as may be appropriate from time to time.
8. Provide oversight of corporate ethics issues and at least annually review and assess the adequacy of the Company's Standards of Business Ethics and Conduct.

9. Provide oversight of the Company's major non-financial reporting enterprise risk assessment and management processes not retained by the Board or otherwise allocated to another Board committee.
10. Report regularly to the Board on the Committee's activities and inform the Board promptly of any issues or concerns.
11. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
12. Perform such other tasks as are assigned to the Committee by the Board or (unless the Board otherwise directs) are deemed by the Committee to be appropriate to its purpose.

Member Appointment and Removal

The Committee shall consist of at least three Directors, all of whom shall be independent Directors of the Company (as defined by Nasdaq listing standards).

Members shall be appointed to the Committee by a vote of a majority of the Board. Members shall serve on the Committee for such period as the Board may determine, and may be removed from the Committee at any time upon the vote of the majority of the Board. The Chairperson shall be appointed by a vote of the majority of the Board.

Search Firms and Other Advisors

The Committee shall have sole authority for the engagement and termination of any search firm to be used to identify Director candidates and sole authority to approve engagement fees and terms for such firms. The Committee shall also have the authority to obtain advice and assistance from internal and external legal, accounting and other advisors as it deems necessary and appropriate. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee. The Committee will have full access to the Company's records, officers, employees and outside advisors as necessary to perform its duties.

Quorum; Meeting Frequency

For the transaction of business at any meeting of the Committee, a majority of members shall constitute a quorum.

The Committee shall meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairperson of the Committee or upon the vote of a majority of the Board.

Adopted March 14, 2024