

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Daktronics, Inc.
Board of Directors
Nominating and Governance Committee Charter
As amended and Restated effective September 2023

1. Purposes.

The primary purposes of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Daktronics, Inc. (the "Company") are to (a) identify, recruit, vet and recommend to the Board for approval the individuals qualified to serve on the Company's Board for election by shareholders at each annual meeting of shareholders or to fill vacancies on the Board, (b) review and make recommendations to the Board for approval with respect to the Company's Corporate Governance Guidelines, Code of Conduct and other governance documents and policies, in order to enhance the quality and integrity of the company's corporate governance framework, and (c) oversee the annual self-evaluation of the Board and its committees.

2. Composition.

(a) Membership. The Committee shall consist of at least three directors. The Board will designate a Committee member as the chair of the Committee, or if the Board does not do so, the Committee members will appoint a Committee member as chair.

(b) Independence. All Committee members must meet the applicable independence requirements of the NASDAQ Stock Market LLC ("NASDAQ") and any listing rules thereof ("Listing Rules"), as well as any additional criteria determined by the Board in the exercise of its business judgment, all other applicable legal requirements and any additional requirements that the Board deems appropriate.

(c) Appointment. Subject to the requirements of the Listing Rules, the Board may appoint and remove Committee members at any time in accordance with the Company's Bylaws.

3. Responsibilities. The Committee will:

(a) Periodically assess, develop and make recommendations to the full Board with respect to the appropriate criteria for nominating and appointing directors, described in the Company's Corporate Governance Guidelines.

(b) Evaluate annually and recommend to the Board whether each director qualifies as "independent" under the applicable standards of the NASDAQ and any additional standards, including director tenure or potential conflicts of interest, adopted by the Board.

(c) Identify, evaluate, recruit and recommend individuals qualified to serve as directors (including any and all shareholder nominees for directors), consistent with criteria approved by the Board.

(d) Recommend to the Board directors for election at each annual meeting of shareholders and to fill vacancies on the Board, including any and all shareholder nominees for director, [whose nomination or appointment shall be] subject to approval by the Board, which will include approval by a majority of the independent directors, and subject to legal rights, if any, of third parties to nominate or appoint directors.

(e) Treat recommendations for directors that are received from the Company's shareholders equally with recommendations received from any other source; provided, however, that in order for such shareholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's Corporate Governance Guidelines and proxy statement for its annual meeting of shareholders.

(f) Review, from time-to-time and as requested by the Board, the [size, composition, and] leadership structure of the Board [and its committees] in light of the circumstances facing the Company, including the criteria for selecting a Chair and Lead Independent Director (if applicable), and recommend to the Board for approval any proposed changes as well as individuals to serve in each role.

(g) If and when requested periodically by the Board, identify and recommend to the Board the appointees to be selected by the Board for service on the committees of the Board.

(h) Regularly review succession plans for the Chair of the Board, the Lead Independent Director (if applicable), the chairs and members of each committee and individual directors, as appropriate.

(i) Review and assess the adequacy of the Company's corporate governance framework, including its Articles of Incorporation, Bylaws, Corporate Governance Guidelines, committee charters and Code of Conduct and recommend to the Board for approval any proposed changes.

(j) Review and make recommendations to the Board with respect to any shareholder proposal (including any director nominations by shareholders).

(k) Oversee the investigation of any matters pertaining to the integrity or ethics of management or employees, including adherence to standards of business conduct and conflicts of interest.

(l) Oversee the orientation of new directors and the continuing education of existing directors.

(m) Oversee and report to the Board regarding the annual self-evaluation of the Board, each committee and individual director and the implementation of appropriate follow-up actions based on the results of the evaluation.

(n) Oversee and assess the Company's strategy, practices, policies, reports, risk assessments, and stakeholder engagements relating to environmental, social and governance ("ESG") matters

(o) Perform any other activities consistent with this charter, the Company's Bylaws and applicable Listing Rules and laws as the Committee or the Board considers appropriate.

4. Meetings, Reports and Resources.

(a) Meetings. The Committee will meet as often as necessary to carry out its responsibilities but not less often than annually. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide, consistent with the Company's Bylaws. The Committee may meet in separate executive sessions with other directors, the chief executive officer and other Company employees, agents or representatives invited by the Committee.

(b) Procedures. The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the Company's Bylaws and other corporate governance documents, applicable laws or regulations, or the Listing Rules. The chairperson or a majority of the Committee members may call meetings of the Committee. A majority of the Committee members constitutes a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present will be the act of the Committee, unless in either case a greater number is required by this charter, the Company's Bylaws or the Listing Rules. The Committee will keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

(c) Reports. The Committee will report its director nominees for the annual meeting of Shareholders to the Board at an appropriate time prior to preparation of the Company's proxy statement for the annual meeting. The Committee will also report to the Board annually the results of (1) an oversight review of the performance of the Board, (2) the Committee's assessment of the Company's corporate governance policies and implementation, and (3) an annual review by the Committee of its own performance. The Committee will also report to the Board on the major items covered by the Committee at each Committee meeting, and provide additional reports to the Board as the Committee may determine to be appropriate.

(d) Committee Access and Resources. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management, personnel and other advisors, as deemed necessary, to carry out the Committee's purposes. The Committee shall, at the Company's expense and in the Committee's discretion, have authority to retain and terminate any advisor used to identify director candidates or for other purposes related to the Committee's duties and to approve the advisor's fees and other retention terms.

Rev History

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