

Zoom Telephonics, Inc.
(the "Company")

CHARTER FOR THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS

(As of January 13, 2021)

1. Introduction

- a. The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") is to ensure that the Board meets its fiduciary obligations to the stockholders of the Company and that the Company has and follows appropriate corporate governance principles and directorship practices relating to nominating and governance practices.
- b. In furtherance of these purposes, the Committee shall undertake specific duties and responsibilities listed below, and shall have the authority to undertake such other specific duties as the Board may from time to time prescribe.
- c. In connection with the foregoing, the Committee shall provide the Board such additional information and materials as it may deem necessary to make the Board aware of significant matters under the purview of the Committee that require the Board's attention.
- d. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

2. Membership and Appointment

- a. The Committee shall consist of at least three members of the Board.
- b. Members of the Committee and the Chairperson shall be appointed and may be replaced by the Board.
- c. Members of the Committee and the Chairperson shall serve until they are replaced, they resign, or their successors are duly elected and qualified.
- d. Resignation or removal of a Committee member from the Board for any reason shall automatically constitute resignation from the Committee.
- e. Vacancies occurring on the Committee shall be filled by the Board.

3. Qualifications

- a. Each member of the Committee must meet the independence and other applicable standards and requirements of the securities exchanges on which the Company's securities are listed, the rules and regulations promulgated by the SEC or other laws and must be determined by the Board of the Company to be independent.
- b. Each member of the Committee shall have such other qualifications as set forth by the Board.

4. Chairperson

- a. The Board, upon the recommendation of the Chairman of the Board, may designate one member of the Committee as its Chairperson.

- b. In the absence of such designation, the Committee shall designate a Chairperson by majority vote of the Committee members.
- 5. Responsibilities and Authority
 - a. General Governance Matters
 - i. The Committee shall review proposed changes to the Company's Certificate of Incorporation and Bylaws and recommend changes to the Board as necessary.
 - ii. The Committee shall determine the manner in which stockholders may send communications to the Board, as well as the process by which stockholder communications shall be relayed to the Board.
 - iii. The Committee shall review stockholder proposals and recommend to the Board the Company's response to such proposals.
 - iv. The Committee shall oversee compliance by the Board and its Committees with applicable laws and regulations, including those promulgated by the Securities and Exchange Commission and any applicable stock exchange.
 - v. The Committee shall review and consider the Company's position and practices on significant issues of corporate public responsibility such as workforce diversity, equity and inclusion, protection of the environment, philanthropic and political contributions, and shall review and consider any stockholder proposals regarding the same.
 - vi. The Committee shall develop and, in conjunction with management, participate in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company and enhance the effectiveness of the Committee.
 - b. Nominations
 - i. The Committee shall review and making recommendations to the Board regarding the composition and size of the Board and determining the criteria for membership on the Board, which include, among other criteria, character, integrity, judgment, independence, diversity (including with respect to race, gender and sexual orientation), age, skills, education, expertise, corporate experience, length of service, understanding of the Company's business, other commitments and the like.
 - ii. The Committee shall identify, consider and select, or recommend for the selection of the Board, candidates who fit the criteria for membership to fill new positions or vacancies on the Board, and reviewing any candidates recommended by stockholders, provided such recommendations are submitted in writing to the Secretary of the Company and are otherwise made in compliance with the Company's bylaws and its stockholder nominations and recommendations policy.
 - c. Succession Planning
 - i. The Committee shall conduct an annual review on succession planning, reporting its findings and recommendations to the Board.

- d. Evaluation
 - i. Independence
 - 1. The Committee shall review each Board member's independence on an annual basis for purposes of both the Sarbanes-Oxley Act of 2002 and the rules of any applicable stock exchange.
 - ii. Performance
 - 1. The Committee shall evaluate the performance of individual members of the Board eligible for reelection, and selecting, or recommending for the selection of the Board, the director nominees for election to the Board by the stockholders at the annual meeting of stockholders.
 - 2. The Committee shall annually oversee the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
 - 3. The Committee shall evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
 - 4. The Committee shall make recommendations for continuing education of Board members.
- e. Organization and Committees
 - i. The Committee shall periodically review the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees.
- f. Risk
 - i. The Committee shall, in the discharge of its duties, assess the Company's operational activities in the context of risks to their successful execution over the short, medium and long term. This assessment shall endeavour to support the Company's efforts to sustainably deliver value to stockholders.
 - ii. Specifically among these risks considered by the Committee shall be those posed by the environmental and social impact of its operations and the effect of its governance policies and practices on its ability to mitigate such risks.
- g. Other Responsibilities
 - i. The Committee shall perform such other tasks or functions as may be delegated or requested of the Committee by the Board.
- h. Self Evaluation
 - i. The Committee shall annually review its own performance.
- i. Subcommittees
 - i. The Committee may form and delegate authority to subcommittees when appropriate.
- j. Charter Review

- i. The Committee shall review and reassess the adequacy of this Charter periodically and shall submit any recommended changes to the Charter to the Board for approval.
 - k. Additional Authority
 - i. The Committee shall fulfill any other obligations required of the Committee as may be imposed by the Company's Bylaws, the SEC, any applicable stock exchange or other applicable rules, laws or regulations, in effect as of the date hereof or implemented in the future.
- 6. Outside Advisors
 - a. The Committee shall have the authority to select, retain and obtain the advice of consultants, legal counsel or other adviser as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter.
 - b. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultant, legal counsel and other adviser it retains.
 - c. The Committee shall receive appropriate funding from the Company, as determined by the Chairperson in conjunction with the Chairman of the Board, for payment of reasonable compensation to a consultant, legal counsel and any other adviser retained by the Committee.
 - d. For the avoidance of doubt, the Committee shall not be required to implement or act consistently with the advice or recommendations of its consultant, legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties hereunder.
- 7. Meetings
 - a. The Committee shall meet at least once each year (with additional meetings as it deems necessary or appropriate) at such time as the Committee determines.
 - b. The Committee shall cause to be kept adequate minutes of its proceedings. The Chairperson shall preside at each meeting.
 - c. If the Chairperson is not designated or present, an acting chair may be designated by a majority vote of the Committee members present.
 - d. The Committee shall also meet periodically with the Company's executive officers and other members of management.
 - e. Any member of the Board may attend any meeting of the Committee, so long as such attendance does not violate the Company's Bylaws or any other applicable bylaw, rule, law or policy.
- 8. Reporting
 - a. The Committee shall report regularly to the Board with respect to the Committee's activities.
- 9. Committee Compensation
 - a. Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.
 - b. Such fees may include retainers and per meeting fees.
 - c. Fees may be paid in such form of consideration as is determined by the Board.

- d. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.