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# Nomination and Governance Committee Charter

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VERSION DATE

Amended on October 28, 2020

APPROVED BY

Board of Directors

## I. PURPOSE

The purpose of the Nomination and Governance Committee (the “**Committee**”) of the Board of Directors of National Instruments Corporation (the “**Company**”) shall be to:

- 1.1. Review the composition and evaluate the performance of the Board of Directors;
- 1.2. Select, or recommend for the selection of the Board of Directors, director nominees; and evaluate director compensation;
- 1.3. Review the composition of committees of the Board of Directors and recommend persons to be members of such committees;
- 1.4. Develop, evaluate and recommend corporate governance practices applicable to the Company;
- 1.5. Develop, evaluate and recommend to the Board of Directors amendments to the Company’s bylaws and certificate of incorporation; and
- 1.6. Lead the annual evaluation of the Board of Directors and its committees.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

## II. MEMBERSHIP AND ORGANIZATION

**2.1 Composition.** The Committee shall consist of no fewer than three members of the Board of Directors. All members of the Committee shall be appointed and replaced by the Board of Directors, shall be independent of the Company and its affiliates, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise satisfy all applicable definitions of independence promulgated by the Nasdaq Stock Market LLC (“**Nasdaq**”). The Board of Directors may designate one member of the Committee as its Chair. The Committee may form and delegate authority to subcommittees when appropriate and in compliance with applicable law, regulations, and Nasdaq and Securities and Exchange Commission requirements. Any such subcommittee shall consist solely of Committee members.

**2.2 Compensation.** Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board of Directors.

### **III. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Committee shall include:

#### ***Composition of the Board of Directors, Evaluation and Nominating Activities***

- 3.1 Review the composition and size of the Board of Directors and determine the criteria for membership on the Board of Directors, which may include, among other criteria, issues of character, judgment, independence, diversity, age, expertise, corporate experience, length of service, other commitments and the like;
- 3.2 Evaluate the Board of Directors as a whole and the Committee as a whole;
- 3.3 Identify, consider and select, or recommend for the selection of the Board of Directors, candidates to fill new positions or vacancies on the Board of Directors, and review any candidates recommended by stockholders, provided that such recommendations are submitted in writing to the Secretary of the Company, and include, among other things, the recommended candidate's name, biographical data and qualifications, and that such recommendations are otherwise made in compliance with the Company's bylaws and its shareholder nominations and recommendations policy;
- 3.4 Evaluate the performance of individual members of the Board of Directors eligible for reelection, and select, or recommend for the selection of the Board of Directors, the director nominees for election to the Board of Directors by the stockholders at the annual meeting of stockholders; and
- 3.5 Evaluate director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and make recommendations to the Board of Directors regarding director compensation.

#### ***Committees of the Board of Directors***

- 3.6 Review the composition of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the change in mandate or dissolution of committees; and
- 3.7 Recommend to the Board of Directors persons to be members of the various committees.
- 3.8 In performing its duties, the Committee shall have the authority to obtain advice, reports or opinions from internal or external legal counsel and expert advisors, including any search firm to be used to identify candidates for the Board of Directors, and shall have sole authority to approve such experts' fees and other retention terms.

### **IV. MEETINGS**

- 4.1 The Committee shall establish its own meeting schedule, which it will provide to the Board of Directors. Special meetings may be convened as required.
- 4.2 The Committee, or its Chair, shall report to the Board of Directors on the results of these meetings.

- 4.3 The Committee may invite to its meetings other members of the Board of Directors, Company management and such other persons as the Committee deems appropriate to carry out its responsibilities.
- 4.4 The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.
- 4.5 The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines.
- 4.6 A majority of the total number of then-serving Committee members will constitute a quorum of the Committee.
- 4.7 If a quorum is present, a majority of the members of the Committee present will be empowered to act on behalf of the Committee.
- 4.8 Any action required or permitted to be taken at any meeting of the Committee or any subcommittee thereof may be taken without a meeting, without prior notice and without a vote, if all members of the Committee or subcommittee, as applicable, consent thereto in writing or by electronic consent and such consents will be filed minutes of the meetings of the Board of Directors.
- 4.9 The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.