

**CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF EMAGIN CORPORATION
(as amended September 20, 2022)**

This Charter governs the operations of the Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of eMagin Corporation (the “Company”). At least annually, the Committee shall review and reassess this Charter and recommend any proposed changes to the Board for its approval and shall establish an annual schedule of agenda items for the Committee’s meetings. The Company shall make this Charter available on its website at www.emagin.com.

Role of the Governance and Nominating Committee

The primary purpose of the Committee is to assist the Board in identifying and recommending individuals for nomination as members of the Board and committees of the Board and to strengthen the practices and operation of the Board in order to contribute to value creation and effective representation of the Company’s shareholders.

Composition of the Governance and Nominating Committee

The Committee shall be composed of at least 3 members of the Board, each of whom meets the requirements for “independence” under the Securities and Exchange Commission rules and NYSE American listing standards. The members of the Committee and the Committee’s chair shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Committee vacancies, for whatever reason, may be filled by the Board.

Authority

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain counsel and other experts or consultants. Further, the Committee shall have the sole authority to select, retain, and terminate any search firm to be used to identify Director candidates and to approve the search firm fees and retention terms.

Meetings

The Committee shall meet not fewer than twice per year and additional meetings may be convened as circumstances warrant. The Committee may meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of a meeting, and the Committee may act by a vote of a majority of members present at a meeting. The Committee may also act by unanimous written consent.

Committee Duties and Responsibilities

The duties and responsibilities of the Committee include, but are not limited to, the following:

- 1) If necessary or desirable in the opinion of the Committee, develop and recommend to the Board corporate governance policies and principles applicable to the Company. Review annually this Charter and any corporate governance policies and principles of the Company. The Committee shall monitor and evaluate annually how effectively the Board and the Company have implemented the corporate governance policies and principles.
- 2) Recommend to the Board the structure, composition and functions of the committees of the Board; identify Board members qualified to serve on these committees; recommend to the Board the directors for appointment as chairs of the committees of the Board; and recommend the size of the Board.
- 3) Initiate and oversee an annual evaluation of the Board and its committees, including individual directors, and the Company’s management.

- 4) Initiate and oversee an annual evaluation of the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and Committee meetings and other activities of the directors and report to the Board on the results of such evaluation.
- 5) Perform an annual performance evaluation of the Committee and report to the Board on the results of such evaluation.
- 6) Identify and recommend to the Board nominees for election as directors; provided that, if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election to the Board, the selection and nomination of such nominees shall not be the responsibility of the Committee. In carrying out this responsibility, the Committee shall:
 - (a) Establish and periodically reevaluate criteria for Board membership, including independence standards, other specific qualifications that the Committee believes must be met by a nominee and specific qualities, skills, experience, perspective and/or background required for the effective functioning of the Board considering the Company's strategy, and its regulatory and market environments.
 - (b) Search for, recruit, screen and select candidates for new directors as necessary, considering management's and stockholder's recommendations.
 - (c) Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board, including recommendation to the Board for the removal of a director where appropriate.
 - (d) Establish a process for identifying and evaluating nominees for election to the Board, including nominees recommended by securityholders (a "Stockholder Nomination") and any policies or procedures for consideration of Stockholder Nominations.
 - (e) Review all Stockholder Nominations and proposals submitted to the Company under the Securities Exchange Act of 1934, as amended, or otherwise, and any proposal relating to the procedures for making nominations or electing directors, determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend action to the Board on each such nomination or proposal.
- 7) In concert with senior management, oversee, review, and periodically report to the Board regarding, the Company's succession planning process for the Company's Chief Executive Officer and other key officers of the Company.
- 8) In addition, the Committee shall have the authority to:
 - (a) Establish and delegate authority to subcommittees consisting of one or more of its members, when it deems appropriate to discharge its responsibilities.
 - (b) Report regularly to the Board on matters for which it has been given responsibility.
 - (c) In performing its responsibilities, rely on advice and information it receives from management and any experts, advisers and other professionals whom it may consult.
 - (d) Request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet the Committee or its members or advisers.

- (e) On whatever terms it approves, engage legal, accounting and other advisers to assist it in performing its responsibilities.
- (f) Perform such other functions as the Board may request from time to time.