

## **Nominating Committee Charter**

Adopted by the Board of Directors on September 14, 2020

This Charter (the “*Charter*”) shall govern the operations of the Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Intrusion Inc., a Delaware corporation (the “*Company*”).

### **Purpose**

The purpose of this Charter is to assist and direct the Committee in performing the following primary responsibilities:

- to consider proposals made by stockholders and others to nominate specific individuals to the Board (“*Candidates*”);
- to identify qualified Candidates for membership on the Board; and
- to recommend to the Board the director nominees for election at each annual meeting of stockholders and at each other meeting of stockholders at which directors are to be elected.

### **Membership of the Committee**

The Committee shall consist of at least three members, comprised solely of directors who meet the independence requirements of Nasdaq. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

### **Meetings of the Committee**

The Committee shall meet as often as necessary to carry out its responsibilities, but not less than once each year. At the discretion of the chairperson of the Committee, but at least once each year for all or a portion of a meeting, the members of the Committee shall meet in executive session, without any members of management present.

The Committee shall periodically or upon request of the Board (a) evaluate its own performance and report to the Board on such evaluation, (b) review and assess the adequacy of this charter, and (c) recommend any proposed changes to the Board for approval.

### **Criteria for Evaluation**

In nominating and evaluating Candidates to determine if they are qualified to become Board members, the Committee shall consider a number of attributes, including:

- personal and professional character, integrity, ethics and values, without regard to race, religion, gender or national origin;
- general business experience and leadership profile, including experience in corporate management, such as serving as an officer or former officer of a publicly held company, or experience as a board member of another publicly held company;
- strategic planning abilities and experience;
- aptitude in accounting and finance;
- understanding of relevant technologies;
- academic expertise in an area of the Company’s operations;
- experience in the network security or telecommunications industry;
- communications and interpersonal skills; and
- practical and mature business judgment.

While these criteria are used to evaluate potential nominees, there are no stated minimum criteria for nominees.

### **Procedures to be followed with Respect to the Submission of Names for Consideration by the Nominating Committee**

The following procedures (the “*Minimum Procedures*”) shall be utilized in considering any candidate for election to the Board at an annual meeting, other than candidates who have previously served on the Board or who are recommended by the Board. A nomination must be delivered to the Secretary of the Company at the principal executive offices of the Company not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting; provided, however, that if the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary date, notice to be timely must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the close of business on the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the Company. In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a notice as described above. Such notice shall set forth as to each person whom the proponent proposes to nominate for election as a director (a) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in

an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected), and (b) information that will enable the Committee to determine whether the candidate is suitable for nomination to the Board.

In the event that a director is to be nominated at a special meeting of stockholders or is to be elected by the Board, the Committee shall develop procedures designed to conform, as nearly as practicable, to the procedures applicable to elections of Board members at annual meetings.

The Committee may, but shall not be required to, develop other procedures designed to supplement the Minimum Procedures.

#### **Processes to be followed in considering Candidates**

Candidates to serve on the Board shall be identified from such sources as shall be available to the Committee, including without limitation recommendations made by stockholders.

There shall be no differences in the manner in which the Committee evaluates nominees recommended by stockholders and nominees recommended by the committee or management, except that no specific process shall be mandated with respect to the nomination of any individuals who have previously served on the Board. The evaluation process shall include (i) a review of the information provided to the Committee by the proponent, (ii) a review of reference letters from at least two sources determined to be reputable by the Committee and (iii) a personal interview of the candidate, together with a review of such other information as the Committee shall determine to be relevant.

#### **Additional Authority of the Committee**

The Committee shall have the authority, in its discretion, to retain outside counsel and other advisors.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.