

Innovation & Technology Committee Charter

Adopted: July 28, 2022

STATUS

The Innovation & Technology Committee (the “Committee”) is a standing committee of the Board of Directors of Standex International Corporation (the “Company”).

PURPOSE

The purpose of the Committee is to provide oversight and counsel to the Company on the Company’s innovation and technology strategy and to assist the full Board in understanding, evaluating and approving investment decisions relating to research, development, growth and deployment of new technologies as well as innovative opportunities with respect to existing technologies.

COMPOSITION

Members. The Committee shall be comprised of two or more directors of the Board. Committee members shall be appointed annually by majority vote of the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board and may be removed by the Board at any time by majority vote.

Qualifications. A majority of the Committee members shall be “independent” under the applicable rules of the New York Stock Exchange. Each Committee member shall have such skills in innovation and technology matters as the Board determines from time to time.

Chair. The Chair of the Committee shall be elected by the Board upon the recommendation of the Nominating and Corporate Governance Committee, provided that if the Board does not designate a chairperson, the members of the Committee, by majority vote, may designate the Chair.

MEETINGS/PROCEDURES

Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities, but at a minimum the Committee shall meet annually. Meetings of the Committee may be called by the Committee Chair, any member of the Committee, the Chair of the Board, the CEO, or the Company’s Chief Innovation & Technology Officer. The Committee shall keep such records of its meetings as it deems appropriate, and the Committee Chair shall report regularly to the Board on its activities.

Operation. A majority of the members of the Committee present in person or via telephone shall constitute a quorum for a meeting. All actions of the Committee shall be taken by a majority vote of the members of the Committee present at a meeting at which a quorum is present or by unanimous written consent. The Committee Chair is responsible for the leadership of the Committee, including preparation of meeting agendas. The Committee may, at its discretion, delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.

RESPONSIBILITIES AND DUTIES

Without limiting the foregoing and in carrying out the foregoing Purpose, the Committee shall have the following responsibilities and duties:

- (1) review, advise and provide oversight on the Company's strategic plan for technology and innovation;
- (2) liaise closely with senior management with regard to significant opportunities for growth that may involve material investments requiring Board approval;
- (3) report to the Board on the risks and opportunities associated with proposed material investments in innovation and technology and make recommendations to the full Board with respect to the same;
- (4) assess the impact of significant innovation and new technology projects on the Company's business, growth prospects and strategy, and report to the Board with respect to the same;
- (5) advise, monitor, assess and make recommendations to the full Board regarding the Company's approach on new technology partnerships, joint ventures and other collaborative activities;
- (6) advise and make recommendations regarding potential M&A transactions that center around key innovations, opportunities or gaps in the Company's technology portfolio; provide periodic reports to the full Board;
- (7) review this charter annually and recommend any changes to the Board;
- (8) perform any other activities as the Committee deems appropriate, or as delegated to it by the Board, consistent with this charter and applicable law.

ACCESS TO MANAGEMENT/OUTSIDE ADVISORS

The Committee shall have such access to Company management as well as authority to retain and obtain advice and assistance from internal or external advisors as it believes may be necessary to fulfill its responsibilities. The Committee shall also have authority to approve any such advisors' fees, expenses and the other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for paying the fees and expenses of any advisors retained by the Committee.