



GOVERNANCE AND NOMINATING COMMITTEE CHARTER OF THE BOARD OF DIRECTORS

I. PURPOSES

The primary purposes of the Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Allied Motion Technologies Inc. (the “Company”) are to: (a) recommend to the Board individuals who are qualified to serve on the Company’s Board (consistent with criteria that the Board has approved) for election by shareholders at each annual meeting of shareholders and to recommend to the Board individuals to fill vacancies on the Board; (b) develop, recommend to the Board, and assess corporate governance policies for the Company; (c) oversee the evaluation of the Board and each committee of the Board; and (d) oversee the Company’s compliance with legal and regulatory requirements.

II. COMPOSITION

Membership. The Committee must consist of at least three directors. Unless a Chair is designated by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Independence. All Committee members must have been determined by the Board to be independent, as defined and to the extent required in the applicable rules of the Securities and Exchange Commission (“SEC”) and NASDAQ listing standards, as they may be amended from time to time (the “listing standards”).

Appointment. Subject to any requirements of the listing standards, the Board may appoint and remove Committee members in accordance with the Company’s Bylaws. Committee members will serve for such terms as the Board may fix, and in any case at the Board’s will, whether or not a specific term is fixed.

III. MEETINGS

The Committee shall meet at least four times each fiscal year and at such other times as it deems necessary to fulfill its responsibilities. Meetings of the Committee may be called by the Chair of the Committee or any other two or more members of the Committee and notice of such meeting shall be given in accordance with the Company’s Bylaws. A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting (in person, by telephonic or video conference or by other electronic means), at which a quorum is present, shall be the act of the Committee. The Committee may also act by unanimous consent of all members of the Committee in accordance with the provisions of the Company’s Bylaws and the Colorado Business Corporation Act.

The Committee may delegate authority to act upon specific matters within determined parameters to a subcommittee consisting of one or more members, consistent with applicable law. Any such subcommittee shall report any action to the full Committee at its next meeting.

The Committee shall keep a record of its actions and proceedings and regularly report to the Board. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and its Charter.

IV. POWERS, DUTIES AND RESPONSIBILITIES

Qualifications of directors. The Committee will periodically, and no less frequently than annually, meet to assess, develop and communicate with the full Board concerning the appropriate criteria for nominating and appointing directors, including:

- the Board's size and composition;
- corporate governance policies;
- applicable listing standards and laws;
- individual director's or director nominee's performance, expertise, experience, qualifications, attributes, skills and willingness to serve actively;
- the number of other public and private company boards on which a director or director nominee serves;
- consideration of any director nominees proposed or recommended by shareholders and related policies and procedures; and
- other appropriate factors.

Director nominees and vacancies. The Committee will recommend to the Board the individuals for nomination as directors at each annual meeting of shareholders, or other meeting of shareholders at which directors are to be elected, and recommend to the Board individuals to fill vacancies on the Board, subject to legal rights, if any, of third parties to nominate or appoint directors.

Committee appointments. The Committee will recommend to the Board directors to be appointed by the Board for service on the committees of the Board and the committee member to serve as Chair of each committee.

Lead Director appointment. When requested by the Board, the Committee will recommend an independent director to be Lead Director.

Governance policies. The Committee will develop and no less frequently than annually assess and make recommendations to the Board concerning appropriate corporate governance policies. The Committee shall have oversight over the Company's corporate governance guidelines and policies governing the full Board as they relate to matters concerning the selection of individuals

to serve on the Board. The *Corporate Governance Principles* for the Company are incorporated in this Charter.

Risk oversight. Management is primarily responsible for risk assessment and management. However, the Board and each of its committees have important oversight roles with respect to risks. In that regard, except for those responsibilities delegated to other Board committees, as set forth in their respective committee charters, or as is required by law, rule or regulation, the Committee shall regularly assist the Board in its oversight of the Company's process for management and communication of key risks facing the Company, as well as the guidelines, policies and processes for monitoring and mitigating such risks. In this oversight role, the Committee shall coordinate with management, as well as the other Board committees, to ensure appropriate allocation of enterprise risk oversight responsibilities among the Board and its committees, and that the Board or the appropriate committee has received the information necessary to permit it to fulfill its respective duties and responsibilities regarding risk management, and the assessment and review of related policies and procedures.

ESG Matters. The Committee shall oversee the Company's strategies, activities, and policies regarding sustainability and other environmental, social and governance related matters and, when appropriate, make recommendations to the Board with respect thereto.

Code of Ethics and Business Conduct. The Committee shall have primary responsibility, with the assistance of management, to oversee compliance with the Company's Code of Ethics and Business Conduct.

Director education; orientation of new directors. The Committee will oversee and review on a periodic basis the continuing education program for directors and the orientation program for new directors.

D&O insurance. The Committee will review and analyze on a periodic basis the Company's director's and officer's liability insurance and related matters.

Board evaluation. The Committee will oversee an annual review and evaluation of the performance of the full Board.

Annual performance reviews. The Committee will evaluate its own performance as a committee on an annual basis and report the results thereof to the full Board. The Committee will also coordinate the annual report of each committee to the Board on their respective review and evaluation of their performance and compliance with their Charter. The Committee will also conduct an annual assessment of the Lead Director and Chairperson of each of the Audit and Compensation Committees, and the members of the Committee other than the Chairperson shall, in conjunction with the Chair of the Board, conduct an assessment of the Chair of the Committee.

Related person transactions. The Board shall have the sole authority to approve, ratify or disallow any related person transactions that are required to be disclosed under SEC rules, in addition to any other transactions that the Board considers appropriate for its review. For purposes of this requirement, the terms "related person" and "transaction" have the meaning contained in Item 404 of Regulation S-K. The Committee shall assist the Board in exercising

this authority by reviewing each such transaction and then reporting the results of its review to the Board with, if appropriate, a recommendation to approve, ratify or disallow such transaction. In the course of its review of a transaction, the Committee shall consider:

- the nature of the related person's interest in the transaction;
- the material terms of the transaction;
- the significance of the transaction to the related person;
- the significance of the transaction to the Company;
- whether the transaction would affect the independence of a director; and
- any other matters the Committee deems appropriate.

The Committee shall recommend that the Board approve or ratify only those transactions that are in, or are not inconsistent with, the best interests of the Company and its shareholders, as the Committee determines in good faith.

Any director who is a related person with respect to a transaction under review may not participate in the deliberations or vote respecting approval or ratification of the transaction, provided, however, that such director may be counted in determining the presence of a quorum at a meeting of the Committee or the Board which considers the transaction.

Legal and Regulatory Compliance. The Committee will oversee and review on a periodic basis the Company's compliance with applicable laws and regulations and the Company's policies, procedures and programs designed to promote and monitor legal and regulatory compliance. The Committee will also review with in-house and outside counsel material legal and regulatory matters, including legal cases against or regulatory investigations of the Company or any of its subsidiaries.

Annual review of this Charter. The Committee will review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Other functions. The Committee may perform any other activities consistent with this Charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate, and report to the full Board the major items covered by the Committee at each meeting at which such matters are addressed.

V. MISCELLANEOUS

Committee access and information. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

Committee advisers and funding. The Committee will have sole authority to retain, at the Company's expense and terminate any search firm used to identify director candidates, independent counsel or other advisers to the Committee and to approve the related fees and other retention terms. The Committee will have sole authority to approve the engagement of any such consultant or its affiliates for additional services to the Company, including the purchase of any products from such consultant or its affiliates.

Reliance on others. Nothing in this Charter is intended to preclude or impair the protection provided in Section 7-108-401(2) of the Colorado Business Corporation Act for good faith reliance by members of the Committee on reports or other information provided by others. In that regard, each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee, and the accuracy and completeness of the information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board).