

**Charter of the  
Nominating and Corporate Governance Committee  
of the  
Board of Directors  
of  
STRATTEC SECURITY CORPORATION**  
(as amended and restated as of October 10, 2023)

**A. Purpose.**

The Nominating and Corporate Governance Committee (the "Committee") is established by the Board of Directors (the "Board") of STRATTEC SECURITY CORPORATION (the "Corporation") to (1) assist the Board by identifying individuals qualified to become members and Chairs of the Board and its committees, (2) recommend guidelines and criteria to the Board to determine the qualifications of potential directors, (3) make recommendations to the Board concerning the size and composition of the Board and its committees, (4) recommend to the Board nominees for the next annual meeting of shareholders, (5) develop and recommend to the Board a set of corporate governance principles applicable to the Corporation, (6) assist the Board in assessing director performance and the effectiveness of the Board as a whole and (7) assist the Board by planning for the succession of the CEO. In addition, the Committee will undertake the specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

**B. Membership.**

The Committee will consist of at least three members of the Board who are "independent directors" within the meaning of the rules of the Nasdaq Stock Market, each of whom shall not be an officer or employee of the Corporation or its subsidiaries, shall not have any relationship which, in the reasonable opinion of the Board, would interfere with the exercise of independent judgment in carrying out responsibilities of a director and shall otherwise satisfy the applicable membership requirements under the rules of the Nasdaq Stock Market.

The members of the Committee shall be appointed by the Board as members of the Committee until removed by the Board and/or until their successors have been duly appointed and qualified. Unless a chairperson is elected by the Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership. To the extent allowed by applicable rule or regulation of the Securities and Exchange Commission or any stock exchange on which the Company's securities are traded, the Committee may form and delegate any portion of its authority and responsibilities to a subcommittee or to any individual member (including the Committee chairperson), between meetings or for other approved purposes.

## **C. Duties and Responsibilities.**

The duties and responsibilities of the Committee shall include:

1. Identifying and reviewing the criteria and qualifications of and recommending to the Board individuals qualified to become nominees for election or re-election as a director to be submitted to the shareholders for election at each annual meeting of shareholders and individuals qualified to become directors to be appointed by the Board to fill vacancies and newly created directorships. In identifying candidates for membership on the Board, the Committee shall take into account the criteria for selection recommended by the Committee and approved by the Board, and the extent to which the candidate would fill a present need on the Board. In fulfilling its responsibilities as outlined above, the Committee shall consult from time to time, as appropriate, with the Chairman of the Board. The criteria and qualifications to be considered in selecting directors may include, without limitation, strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint and background and industry knowledge.

2. Identifying, reviewing and considering candidates for election as directors submitted by the shareholders, taking into account in such review the criteria for selection recommended by the Committee and approved by the Board, including the factors described above, and the extent to which the candidate would fill a present need on the Board.

3. Considering and making recommendations to the Board concerning the size and composition of the Board, including taking into account diversity in Board and Committee membership, to ensure that the Board is comprised of members possessing an appropriate level of expertise, skills, attributes and personal and professional backgrounds (including with respect to diversity) for service on the Board.

4. Developing and recommending guidelines and criteria to the Board to determine the qualifications of directors and make recommendations for changes that in its judgment are appropriate, including with respect to standards and policies related to the election of directors and/or appointment of nominee directors for re-election to the Board.

5. Reviewing and recommending Board committees and committee structure, together with committee members and Chairs for each of the committees, including making recommendations regarding the size, structure, composition and responsibilities of any such committees.

6. Reviewing and assessing the independence of directors and committee members.

7. Recommending performance criteria and guidelines for the Board and overseeing the review of the procedures, the effectiveness and the performance of executive management, the Board, Board committees and individual directors, as applicable.

8. Reviewing the qualifications and effectiveness of existing Board members on an annual basis and making recommendations to the full Board. The full Board shall then determine whether an existing Board member should stand for re-election.

9. Reviewing and recommending corporate governance practices and policies of the Corporation. In furtherance thereof, the Committee shall periodically review and reassess the adequacy of the Corporation's corporate governance framework, including its Articles of Incorporation, By-Laws and Corporate Governance Guidelines, and recommend any proposed changes to the Board for approval.

10. Recommending a plan and process for the selection of a successor to the CEO.

11. Designing, with input from management, an appropriate orientation or on-boarding program for new directors and, where appropriate, reviewing and recommending continuation education training and other director orientation training for directors.

12. Annually reviewing and reassessing the adequacy of this Committee Charter and recommending changes to the Board and periodically performing, including, where appropriate, seeking input from consultants, an evaluation of the Committee's performance to determine if it is functioning effectively.

13. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

14. The Committee, in conjunction with management, is responsible for implementing and overseeing director continuing education programs that are designed to familiarize directors with the company's businesses, strategies and challenges and to assist directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities, including with respect to understanding risks and threats to the Company's business, issues related to ESG and cybersecurity matters and other developments effecting the Company arising from new

rules and regulations impacting the Company's operations. Such continuing education programs for Board members may include a mix of in-house and third-party presentations and programs.

The Board shall review annually the scope of responsibilities of the Committee and the effectiveness with which the Committee has carried out its responsibilities during the foregoing year. The Committee shall report to the Board and shall have such power and authority as is necessary for it to fulfill its responsibilities. The Committee shall perform such functions and retain such authority until otherwise provided by the Board or unless any such matter is specifically approved by the Board.

Without limiting the foregoing, the Committee shall perform an evaluation of its performance against the requirements of this Charter at least annually to determine whether it is functioning effectively.

**D. Meetings.**

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities provided the Committee shall meet at least once a year. The Committee may permit attendance at meetings by members of management as determined by the Committee and it shall meet in executive session as needed to discuss matters that it determines or believes should be discussed privately, including with members of Corporation management and/or any director search firm or other consultant retained by the Committee. The Committee shall regularly report to the Board on its activities on matters within the Committee's duties and responsibilities.

**E. Minutes.**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

**F. Advisors.**

The Corporation shall provide the Committee with appropriate funding for payment of compensation, fees and expenses to any search firm or other advisors that the Committee may deem appropriate to engage.