



## **Nominating & Corporate Governance Committee Charter**

### **Purpose and Responsibilities**

The Nominating & Corporate Governance Committee (the “Committee”) has been established by the Board of Directors (the “Board”) of Universal Display Corporation (the “Company”). The Committee shall assist the Board in fulfilling its fiduciary responsibilities by advising the Board with respect to corporate governance matters as well as the nomination or re-nomination of Director candidates. The Committee’s charge includes overseeing the Board’s review and consideration of shareholder recommendations for Director candidates. The Committee shall also oversee the Board’s annual self-evaluation.

### **Membership; Independence**

The Board shall appoint a minimum of two (2) Directors to serve on the Committee and shall designate one (1) of the Committee members to serve as the Chair of the Committee. All members of the Committee shall be, in the judgment of the Board, independent in accordance with Nasdaq listing standards.

Vacancies on the Committee shall be filled by a vote of the Board. The Board may remove a member of the Committee at its discretion.

### **Committee Resources**

The Committee shall have the sole authority to select, retain, compensate (at the expense of the Company) and supervise any advisors as the Committee deems necessary, in its discretion, to fulfill its mandates under this Charter, including without limitation to identify director candidates. The Committee shall notify the Lead Independent Director or, in the absence of a Lead Independent Director, the Chairman of the Board, promptly upon the retention of any outside advisor.

### **Operations**

- (a) The Committee may establish rules of procedure in addition to those set forth in this Charter;
- (b) The Committee shall meet a sufficient number of times in order to carry out the mandated requirements of this Charter, but no less than one (1) time each year, and more frequently as needed;
- (c) Meetings of the Committee shall be scheduled and held with scheduling preference given to those dates upon which there is a regularly scheduled meeting of the Board of Directors;

- (d) Meetings may be called by the Chair of the Committee or a majority of the members of the Committee;
- (e) The Committee may hold meetings in person or via telephone;
- (f) A majority of the members of the Committee shall constitute a quorum;
- (g) Any action, other than the establishment of additional rules of procedure for the Committee, adopted by a majority of the Committee members present at a meeting at which a quorum is present, shall be an act of the Committee;
- (h) The Committee may act through unanimous written consent in lieu of any meeting; and
- (i) The Committee or its designee shall prepare minutes of each meeting and shall cause such minutes to be filed with the corporate records of the Company.

### **Duties and Responsibilities**

The Committee shall, in addition to any other duties or responsibilities the Board may from time-to-time delegate to the Committee, have the following duties and responsibilities:

- (a) Identifying and assisting in recruiting individuals qualified to become Board members, consistent with criteria approved by the Board;
- (b) Reviewing any Company policy related to shareholder recommendations for Director nominees and making recommendations for approval by the Board with respect thereto;
- (c) Reviewing shareholder recommendations for Director candidates and making recommendations for approval by the Board with respect thereto;
- (d) After consulting with other Board members as appropriate, recommending for approval by the Board individuals to be nominated for election to the Board at the next annual meeting of shareholders;
- (e) Making recommendations for approval by the Board with respect to Director independence, including overseeing the Board's annual evaluation of the independence of each Director;
- (f) Reviewing, in consultation with the Chief Executive Officer of the Company (the "CEO"), succession planning for the Company's executive officers, reporting findings and recommendations to the Board, and working with the CEO and Board in evaluating potential successors to these positions;
- (g) Developing, and recommending for approval by the Board, a set of corporate governance guidelines applicable to the Company, and reviewing and making recommendations for approval by the Board for revisions to the corporate governance guidelines at least annually;
- (h) Regularly reporting its actions and recommendations to the Board;

- (i) Overseeing the annual self-evaluation of the Board;
- (j) Evaluating its performance annually and reporting its findings to the Board; and
- (k) Reviewing this Charter annually and recommending any proposed changes to the Board for approval.