

DMC GLOBAL INC.

Charter of the Corporate Governance and Nominating Committee

The Board of Directors (the “Board”) of DMC Global Inc. (the “Company”) has established a Corporate Governance and Nominating Committee (the “Committee”) comprised of three or more directors.

Establishment and Operating Procedures

The members of the Committee shall be appointed by the Board. The Board shall designate a member of the Committee as the chair. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time without cause.

The Committee shall meet at least two times each year and at such other times as it deems necessary to fulfill its responsibilities.

The operation of the Committee shall be subject to the Bylaws of the Company and Section 141 of the Delaware General Corporation Law. The Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board except that any member of the Committee may call a Committee meeting.

Membership Qualifications

The Committee shall consist of not fewer than three directors, all of whom, in the judgment of the Board, shall be independent in accordance with the listing standards of NASDAQ. All Committee members shall have a working knowledge of sound principles of corporate governance.

Purpose

The purpose of the Committee is to assist in evaluating potential director and Company management candidates, oversee the Company’s corporate governance structure, monitor compliance with the Company’s Code of Ethics, and assist in the evaluation of the overall efficiency and performance of the Board.

Authority and Responsibilities

The Committee shall have the authority and responsibility to do the following:

1. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend to the Board any changes regarding these guidelines, and to oversee and evaluate the Company’s corporate governance practices, including reviewing and recommending to the Board for approval any changes to the other documents and policies in the Company's corporate governance framework.

2. Review periodically and make recommendations to the Board concerning the appropriate size, functions and needs of the Board.
3. Develop and recommend to the Board the criteria for Board membership, including, among other things, integrity, independence, diversity of experience, leadership and the ability to exercise sound and ethical business judgment. Develop and establish criteria for both independent and non-independent director consideration.
4. Consider, recommend to the Board and interview candidates to fill new or vacant positions on the Board, consistent with the criteria approved by the Board. The Committee will engage the full Board in the interview and consideration process once the number of candidates has been screened to preferred finalists.
5. Review and interview director candidates recommended by the Company's stockholders in light of the criteria approved by the Board.
6. Make recommendations to the Board regarding the selection and approval of the nominees for directors to be submitted to a stockholder vote at the annual meeting of stockholders.
7. Develop and establish "best practices" and a process for the annual performance evaluation of the Board and its committees and to oversee the conduct of this annual evaluation. The primary purpose of this effort is to improve Board and Committee performance. Five potential areas to be addressed for the evaluation are: (a) strategic direction and implementation, (b) financial performance monitoring, (c) CEO development, evaluation and succession, (d) monitoring and evaluating the legal, regulatory and ethical performance of the Board and (e) crisis management.
8. To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen.
9. In coordination with the Audit Committee, review and monitor compliance with the Company's Code of Ethics (the "Ethics Code"), investigate any alleged breach or violation of the Ethics Code and enforce the provisions of the Ethics Code, it being understood that the Audit Committee shall have primary responsibility for aspects of the Ethics Code that relate to financial statement and reporting issues and related-party transactions that would be required to be disclosed pursuant to Item 404 of SEC Regulation S-K, and the Committee shall generally have primary responsibility for other aspects of the Ethics Code.
10. To determine stock ownership guidelines for the CEO, other senior executives and members of the Board and monitor compliance with such guidelines.

The Committee shall have unrestricted access to all relevant information in the conduct of its business. All employees of the Company and members of the Board shall cooperate with the Committee in the performance of its duties. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of one or more advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter.

Approved February 26, 2019