

**UFP TECHNOLOGIES, INC.**

**NOMINATING COMMITTEE CHARTER**

**Adopted by the Board of Directors  
on March 13, 2019**

There shall be a Committee of the Board of Directors (the “Board”) of UFP Technologies, Inc., a Delaware corporation (the “Company”), to be known as the Nominating Committee (the “Committee”) with purpose, composition, authority, duties and responsibilities, as follows:

**I. PURPOSE OF THE COMMITTEE**

The purpose of the Committee is to consider and report periodically to the Board on matters relating to the identification, selection and qualification of Board members and candidates nominated to the Board.

**II. COMPOSITION OF THE COMMITTEE**

The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than two Board members. Each member shall be “independent” in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of the Nasdaq Stock Market (“Nasdaq”), or such other stock market on which the Company’s securities may be listed from time to time, and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The chairperson of the Committee shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the Committee. Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Board may replace any member of the Committee. The Committee, by vote of a majority of the members of the Committee, shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

**III. COMMITTEE MEETINGS**

The Committee will hold meetings, and may meet in executive session, as and when the Committee deems appropriate. The Chairman of the Board, any member of the Committee, or the Secretary of the Company may call meetings of the Committee. The Committee may meet by telephone or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and may take action by written consent. A majority of the members of the Committee, or a duly appointed subcommittee thereof, shall constitute a quorum.

**IV. AUTHORITY AND RESOURCES**

The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The

Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors and has the authority to hire and terminate independent legal, financial and other advisors as it may deem necessary, at the Company's expense, without consulting with, or obtaining approval from, any officer of the Company in advance.

## **V. DUTIES AND RESPONSIBILITIES**

The operation of the Committee will be subject to the provisions of the Bylaws of the Company, as in effect from time to time.

The Committee shall:

- A. Screen and recommend the selection of nominees to the Board to fill vacancies and newly created directorships based on, among other things, their independence, character, ability to exercise sound judgment, diversity, age, demonstrated leadership, skills, including financial literacy, and experience in the context of the needs of the Board.
- B. Consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection.
- C. Make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
- D. Consider shareholder nominees for election to the Board.
- E. Review the Committee's charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least once a year.
- F. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.
- G. Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board.

## **VI. MINUTES AND REPORTS**

Minutes of each Committee meeting will be kept and distributed to each member of the Committee and made available to other members of the Board of Directors. The Committee will report to the Board whenever so requested by the Board and as the Committee deems necessary.