

**NAPCO SECURITY TECHNOLOGIES, INC.**  
**NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS**  
**CHARTER**

The Nominating Committee (the "Committee") of the Board of Directors of NAPCO Security Technologies, Inc. ("NAPCO" or the "Company") shall be appointed by the Board of Directors and shall consist of at least three directors, each of whom must be independent, as defined in the rules of the Securities and Exchange Commission and the NASDAQ Stock Market, Inc. and any other statute or regulation applicable to NAPCO from time to time. Members of the Committee shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Committee shall be subject to the provisions of NAPCO's Bylaws relating to committees of the Board of Directors.

**Committee Purpose**

The purpose of the Committee is to advise NAPCO's Board of Directors and provide oversight on matters relating to (a) the selection and nomination of Board members and (b) the appointment of Board committee members.

**Committee Responsibilities**

The Committee shall:

1. In connection with the director selection and nomination process, review the composition of the Board as a whole and consider the experience, mix of skills and other qualities necessary to assure appropriate Board composition, taking into account the current Board members and specific needs of the Company and the Board; consider the requirement that at least a majority of the Board members be independent as required by applicable laws and regulations and consider any specific expertise necessary for members of Board committees; consider candidates for director nominees proposed by directors, the Chief Executive Officer and stockholders; and screen and interview potential candidates. All members of the Board may interview the final candidates. The same identifying and evaluating procedures will apply to all candidates for director nomination, including candidates submitted by stockholders.
2. Establish criteria for Board membership and selection of new directors including any requirements of applicable law or listing standards and such other factors as the Committee deems important including:

- the candidates' personal and professional ethics, integrity and values,
- mature judgment,
- management, accounting or finance, industry and technical knowledge,
- demonstrated skills in his/her area of present or past professional or business responsibility,
- an ability to work effectively with others,
- sufficient time to devote to the affairs of the Company and
- freedom from conflicts of interest.

3. Have the sole authority to retain and terminate search firms to be used to identify director candidates and to approve the search firms' fees and other retention terms.

4. The Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board of Directors and such candidate's compliance with the independence and other qualification requirements established by the Committee or imposed by applicable law or listing standards.

5. Identify Board members qualified to fill vacancies on any committee of the Board and recommend that the Board appoint the identified member to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration any factors specified in the committee's charter and the candidate's experience with respect to the committee's purpose and such factors, as well as the interplay of the candidate's experience with that of the other committee members.

6. Periodically review and assess this charter and recommend any proposed changes to the Board of Directors for approval.

7. Evaluate its performance periodically.

8. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.

9. Perform any other duties expressly delegated to the Committee by the Board from time to time relating to the nomination of the Board and Committee members.