

AROTECH CORPORATION
NOMINATING COMMITTEE CHARTER

Purpose of the Nominating Committee

The purpose of the Nominating Committee is:

- to identify qualified individuals for membership on the Company's board of directors; and
- to recommend to the board the director nominees for election at the next annual meeting of stockholders.

Membership of the Nominating Committee

The Nominating Committee:

- shall consist of not less than three members of the board of directors, the exact number to be established by the board of directors from time to time;
- members shall consist solely of individuals who meet the independence standards set forth in Securities and Exchange Commission rules and in the listing standards applicable to the Company; and
- members shall be appointed and may be removed by the board of directors.

Duties of the Nominating Committee

The Nominating Committee shall:

- establish general criteria for identifying and selecting individuals who may be nominated for election to the board of directors, as follows:
 - a. Ability and willingness to undertake a strategic governance role, clear and distinct from the operating role of management.
 - b. High-level leadership experience in business, government, or other major complex professional or non-profit organizations that would have exposed the individual to the challenges of leadership and governance in a dynamic and highly competitive marketplace.
 - c. Highly accomplished in their respective field, with superior credentials and recognition.
 - d. Demonstrated understanding of the elements and issues relevant to the success of a large publicly-traded company in the current volatile business, legal, and governance environment.

- e. Demonstrated business acumen and creative/strategic thinking ability.
- f. Personal Characteristics:
 - Ability and willingness to contribute special competencies to the Board in a collaborative manner. The areas of expertise required at any point in time may vary, based on the existing composition of the Board. They may include, but would not be limited to, capabilities honed as a CEO or a senior functional leader in operations, finance, information technology, marketing, organizational development, and experience making step change to transform a business.
 - Personal integrity and highest ethical character. Absence of any conflicts of interest, either real or perceived.
 - Willingness to apply sound and independent business judgment, enriching management and Board proposals or challenging them constructively as appropriate.
 - Willing to exert influence through strong influence skills and constructive teamwork. This is essential to effective collaboration with other directors as well as providing constructive counsel to the CEO.
 - Understanding of and full commitment to the Company's governance principles and the obligation of each director to contribute to good governance, corporate citizenship, and corporate image for Arotech.
 - Willingness to devote the time necessary to assume broad fiduciary responsibility and to participate fully in Arotech governance requirements with appropriate due diligence and attention.
 - Each nominee will be asked to disclose the boards of directors on which he or she currently sits, and each current director will be asked to inform the Nominating Committee of additional corporate board nominations (both for-profit and non-profit). This notification is to ensure appropriate dialogue about the impact of the added responsibilities on the individual's availability to perform thoroughly his or her duties as a Arotech director.
- annually review the size, composition and needs of the board of directors and make recommendations to the board;
- recommend to the board of directors the director nominees for election at the next annual meeting of stockholders;
- consider and recommend candidates for appointment to the board to the extent vacancies arise between annual meetings of stockholders;

- consider director candidates submitted by stockholders, in accordance with the same guidelines as for other candidates, *provided, however*, that to have a candidate considered by the Nominating Committee, a stockholder must submit the recommendation in writing and must include the following information:
 - The name of the stockholder and evidence of the person's ownership of Company stock, including the number of shares owned and the length of time of ownership; and
 - The name of the candidate, the candidate's resume or a listing of his or her qualifications to be a director of the Company and the person's consent to be named as a director if selected by the Nominating Committee and nominated by the Board of Directors.
- annually review the Nominating Committee charter and recommend to the board any changes it deems necessary or desirable.

Meetings of the Nominating Committee

The Nominating Committee shall meet as often as necessary to carry out its responsibilities, but not less than once each year. At the discretion of the chairperson of the Nominating Committee, but at least once each year, the members of the Nominating Committee shall meet in executive session, without any members of management present.

Additional Authority of the Nominating Committee

The Nominating Committee shall have the authority to do the following, in its discretion, to the extent it deems appropriate in carrying out its duties under this Charter:

- delegate any of its responsibilities to a subcommittee or subcommittees; and
- retain outside counsel and other advisors.