

STEEL CONNECT, INC.
NOMINATING AND CORPORATE GOVERNANCE CHARTER
Revised as of June 12, 2020

The Nominating and Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of Steel Connect, Inc. (the “Company”), shall, subject to the Company’s election to rely on the exemption available to controlled companies under the rules of The Nasdaq Stock Market LLC (“Nasdaq”) regarding director nominations, consist of two or more directors appointed annually by the Board, one of whom may be designated by the Board as Committee Chairman and each of whom shall satisfy the director independence requirements of Nasdaq Listing Rule 5605(a)(2) and/or the applicable rules of any exchange upon which the Company’s securities are listed, and all of whom shall serve at the pleasure of the Board. The purpose of the Committee is to provide assistance to the Board by carrying out the responsibilities and duties delegated by the Board relating to the Company’s director nominations, corporate governance matters and any related matters required by federal securities laws.

Structure and Operations

The Committee shall have at least two regularly scheduled meetings per year, at such times and places as shall be determined by the Committee Chairman or a majority of the Committee’s members deem necessary or desirable. Meetings of the Committee may be called by either (i) the Committee Chairman, (ii) the Chairman of the Board or (iii) a majority of the Committee’s members. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other.

The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for adoption of any resolution. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Duties and Responsibilities

- 1) The Committee shall have the following duties and responsibilities:
 - a) Determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (including those factors set forth in the Corporate Governance Guidelines in effect from time to time);
 - b) Identify and screen individuals qualified to become members of the Board, including, where determined to be appropriate, a lead independent director;

- c) Consider and make recommendations to the Board concerning director nominations submitted by shareholders, provided that such nominations comply with the Company's governing documents, as the same may be amended, from time to time;
 - d) Consider from time to time questions of independence and possible conflicts of interest of members of the Board and executive officers.
 - e) Recommend annually, prior to the solicitation of proxies, a slate of qualified candidates for election to the Board at the Annual Meeting or, if applicable, at any special meeting of the shareholders, and, in case of a vacancy on the Board, shall either recommend a candidate to fill such vacancy or recommend that the number of directors constituting the Board be reduced until a suitable candidate is selected to fill such vacancy;
 - f) Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence (including conflicts of interest) and the director nominations process, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable;
 - g) Determine the nature of the Board's annual self-evaluation, oversee the conduct of this self-evaluation and prepare an assessment of the Board's performance to be discussed with the Board; and
 - h) Annually present a report to the Board regarding succession planning for senior executives, identify and periodically reassess qualities and characteristics necessary for effective senior leadership of the Company and periodically review and assess potential internal candidates against such standards; and
 - i) Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
- 2) The Committee shall review periodically and make recommendations to the Board concerning the:
- a) Size, structure and composition of the Board;
 - b) Tenure and retirement policies for directors;
 - c) Size, structure, functions, responsibilities, membership and meetings of Committees of the Board;
 - d) Compensation and benefits of directors;

- e) Effectiveness of the Board and its committees; and
 - f) Procedures for the Committee to exercise oversight of the evaluation of the Board and management.
- 3) The Committee shall oversee the system of corporate governance of the Company, including:
- a) Developing and recommending to the Board a set of corporate governance principles for the Company;
 - b) Reviewing and reassessing the adequacy of the Company's corporate governance principles from time to time; and
 - c) Recommending to the Board for approval any such changes to the principles as the Committee believes are appropriate.
- 4) The Committee shall report to the Board regularly on all matters for which the Committee has responsibility.
- 5) The Committee shall review and advise the Board regarding the proposed adoption or amendment of major Company policies and action programs relating to matters of public policy which may significantly affect the Company.
- 6) The Committee shall perform such other assignments and functions as may be requested from time to time by the Board, and shall have and exercise such authorities, duties and powers as may be delegated to it from time to time by the Board.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. Any such advisors retained by the Committee shall be independent as determined in the discretion of the Committee. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm, the compensation consultant and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel, compensation consultant and any other advisors.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee

shall conduct this evaluation in such manner as it deems appropriate.

Delegation of Duties

The Committee shall be entitled to create one or more subcommittees of the Committee, and may delegate, in its discretion, any or all of its duties or responsibilities to a subcommittee, to the extent consistent with the Company's certificate of incorporation, bylaws, and applicable law and rules of securities exchanges on which the Company's securities then trade.