

**MACE SECURITY INTERNATIONAL, INC**  
**ETHICS, CORPORATE GOVERNANCE, AND NOMINATING COMMITTEE CHARTER**  
**January 1, 2018**

**I. Purposes**

The Ethics, Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors of Mace Security International, Inc. (the “Company”) is appointed by the Board to:

- A. establish guidelines and criteria for the identification and selection of members of the Board of Directors;
- B. identify, screen and review individuals qualified to serve as directors, and make recommendations to the Board regarding determinations of director independence;
- C. recommend to the Board of Directors the nominees for election at the next annual meeting of stockholders;
- D. recommend to the Board of Directors candidates to fill any vacancies on the Board;
- E. monitor the effectiveness of the Company’s Ethics and Corporate Governance Guidelines, Bylaws, Insider Trading Policy, Code of Ethics and Business Conduct, and Employee Equal Opportunity Policy (hereinafter collectively referred to as the “Governance Policies”), and oversee compliance with the Governance Policies; and
- F. recommend improvements to the Governance Policies when necessary or desirable.

**II. Composition**

- A. Membership. The Committee shall consist of a minimum of [three] “independent” directors as defined in Section 2(b) below. The Board shall designate a Committee member as the Chairperson of the Committee, or if the Board does not do so, the Committee members shall appoint a Committee member as Chairperson by a majority vote of the authorized number of Committee members.
- B. Independence. All members of the Committee shall be “independent” as defined in the listing standards of the OTCQX U.S. Market or such other national securities exchange on which the Company’s securities are then listed, as the same may be amended from time to time (the “Listing Standards”), applicable rules and regulations of the Securities and Exchange Commission, and any other laws applicable to the Company.
- C. Appointment. Subject to the requirements of the Listing Standards (if applicable) and the Bylaws of the Company, the Board shall appoint Committee members at the first meeting of the Board following the Annual Meeting of Stockholders. Members of the Committee shall serve for one year terms and until their successors are appointed and qualify, or until their earlier resignation or removal. The Board may remove any member of the Committee, with or without cause, at any time. The Board may also fill any vacancies on the Committee.

**III. Meetings, Reports and Resources of the Committee**

- A. Meetings. The Committee shall meet as often as it determines necessary or advisable, but not less than once a year. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide. The meetings may be in person or telephone. The Committee shall keep written

minutes of its meetings and shall deliver a copy of such minutes to the Board and to the Corporate Secretary of the Company for inclusion in the Company's minute books.

B. Procedures. The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this Charter, the Bylaws, applicable laws or regulations, or the Listing Standards (if applicable). The Chairperson or majority of the Committee members may call meetings of the Committee. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at the meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter, the Bylaws, applicable laws or regulations, or the Listing Standards (if applicable).

C. Reports. The Committee shall report its actions and recommendations to the Board after each Committee meeting. The Committee may also make such other reports to the Board as necessary, which reports shall include any recommendations the Committee deems appropriate.

D. Annual Self-Evaluation. The Committee shall evaluate its own performance and the adequacy of this Charter on an annual basis and shall report to the Board annually the results of such evaluation.

E. Resources. The Committee shall have the authority to recommend to the Board the retention of any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate.. The Committee shall recommend to the Board related fees and retention terms.

#### **IV. Authority and Responsibilities**

The Committee shall have the following authority and responsibilities:

A. Recommend to the Board for its adoption standards and procedures for the selection of individuals to serve on the Board, consistent with the Ethics and Corporate Governance Guidelines of the Company;

B. Identify and screen individuals qualified to serve as directors and recommend to the Board the nominees for election or re-election at the next annual meeting of stockholders and for filling vacancies that may occur at other times, subject to the limitations set forth in the Ethics and Corporate Governance Guidelines of the Company;

C. Review director candidates submitted by the Company's stockholders and make recommendations to the Board regarding such candidates;

D. Review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, and other desired qualities;

E. Review periodically the size of the Board and recommend to the Board any appropriate changes;

F. Determine the reasons for the resignation of any director;

G. Oversee the implementation and monitor the effectiveness of the Ethics and Corporate Governance Guidelines of the Company, and develop and recommend to the Board modifications and or additions to the Company's Ethics and Corporate Governance Guidelines;

H. Review the Board of Directors' committee structure and recommend to the Board the delegation of responsibilities to be included in the Charter of each Board committee;

I. Consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board;

J. Review and address conflicts of interest of directors, the Chief Executive Officer, senior management, and other Board-appointed officers;

K. Review the corporate governance implications, if any, of any proposed changes in director compensation;

L. Develop and recommend to the Board of Directors for its approval any necessary updates or improvements to the Governance Policies;

M. Review the effectiveness of all Board committees, including this Committee, and make recommendations for improvements and to develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluation process and may make recommendations to the Board for any improvements that the Committee may deem appropriate in its sole discretion.