



BRIGHTCOVE INC.

AMENDED AND RESTATED

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

April 25, 2023

I. General Statement of Purpose

The purposes of the Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Brightcove Inc. (the “Company”) are to:

- identify individuals qualified to become Board members, consistent with criteria approved by the Board;
- recommend that the Board select the nominees for election as Directors at each annual meeting of stockholders;
- develop and recommend to the Board corporate governance guidelines and periodically review those guidelines and recommend any changes; and
- oversee an annual evaluation of the Board, its committees and management.

II. Composition

The Company’s Nominating Committee will be composed entirely of directors who satisfy the independence tests under the Nasdaq Stock Market Rules. The number of directors serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two directors.

The members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Nominating Committee. Vacancies, for whatever reason, may be filled by the Board. The Board shall designate one member of the Nominating Committee to serve as Chair of the Nominating Committee.

III. Meetings

The Nominating Committee shall meet as often as it deems appropriate. The Nominating Committee may meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of a meeting, and the Nominating Committee may act by a vote of a majority of members present at a meeting. The Nominating Committee may also act by unanimous written consent.

IV. Nominating Committee Activities

The Nominating Committee's purposes and responsibilities shall be:

A. Selection of New Directors

- Recommend to the Board for its approval criteria for Board and committee membership, which shall include a description of any specific qualifications that the Nominating Committee believes must be met by a nominee, and a description of any specific qualities or skills the Nominating Committee believes one or more of the Directors should possess, and periodically reassess such criteria and submit any proposed changes to the Board for approval. The current criteria for Board membership are attached to this Charter as Exhibit A.
- Establish a policy with regard to the consideration of director candidates recommended by stockholders and establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee. The current procedures to be followed by securityholders are set forth below:
 1. All securityholder recommendations for director candidates must be submitted to the Secretary of the Company at the principal executive offices of the Company, who will forward all recommendations to the Nominating Committee.
 2. All securityholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting.
 3. All securityholder recommendations for director candidates must include the following information:
 - a. The name and address of record of the securityholder.
 - b. A representation that the securityholder is a record holder of the Company's securities, or if the securityholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
 - c. The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.

- d. A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
 - e. A description of all arrangements or understandings between the securityholder and the proposed director candidate.
 - f. The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of stockholders and (ii) to serve as a director if elected at such annual meeting.
 - g. Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.
- Establish a process for identifying and evaluating nominees for election to the Board, including nominees recommended by securityholders (a "Stockholder Nomination") and any policies or procedures for consideration of Stockholder Nominations. The current process for identifying and evaluating nominees for the Board is as follows:
 1. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
 2. The Nominating Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
 3. The Nominating Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
 4. In identifying and evaluating proposed director candidates, the Nominating Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.

- Upon identifying individuals qualified to become members of the Board, consistent with the criteria approved by the Board, recommend that the Board select these individuals as nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election to the Board, the selection and nomination of such nominees shall not be the responsibility of the Nominating Committee.
- Recommend to the Board the Directors for appointment as Chair and as members of Board committees.
- Review all Stockholder Nominations and proposals submitted to the Company under the Securities Exchange Act of 1934, as amended, or otherwise, and any proposal relating to the procedures for making nominations or electing directors, determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend action to the Board on each such nomination or proposal.

B. Corporate Governance Guidelines and Code of Business Conduct and Ethics

- Periodically review and reassess the adequacy of the Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommend any changes to the Board for approval.

C. Evaluation of Board of Directors and Management

- Oversee an annual evaluation of the Board and its committees, including individual Directors, and the Company's management.

D. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority on whatever terms it approves to retain and terminate a search firm or firms to assist it in identifying Director candidates.

E. Succession Planning

- Review and discuss with the Board and Compensation Committee corporate succession plans for the Chief Executive Officer and other key officers of the Company.

F. Continuing Education

- Periodically prepare or assemble materials, conduct sessions or facilitate third-party continuing education opportunities for Directors on topics that will assist them in discharging their duties.

G. Environmental, Social and Governance Oversight

- The Nominating Committee may assist the Board in its oversight of the Company's strategies, programs and initiatives related to environmental, social and governance ("ESG") matters, including, but not limited to, the following:
 1. Identify and bring to the Board's attention current and emerging ESG trends and issues that may affect the business, operations, performance and external relations of the Company.
 2. Review and provide oversight relating to the Company's environmental practices, including initiatives related to sustainability and climate change.
 3. Review and provide oversight relating to the Company's community relations and talent management practices, including, in coordination with the Compensation Committee of the Board, initiatives and programs relating to the development, engagement, retention, and advancement of Company employees.
 4. Oversee and periodically review the Company's public disclosures on ESG matters applicable to the Company.

H. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

I. Annual Performance Evaluation of the Nominating Committee

- Evaluate its performance annually and report the results to the Board.

J. General

- Establish and delegate authority to subcommittees consisting of one or more of its members, when it deems appropriate to discharge its responsibilities.
- Report regularly to the Board on matters for which it has been given responsibility.
- In performing its responsibilities, rely on advice and information it receives from management and any experts, advisers and other professionals whom it may consult.
- Have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet the Nominating Committee or its members or advisers.

- Have the authority on whatever terms it approves to engage legal, accounting and other advisers to assist it in performing its responsibilities.
- Perform such other functions as the Board may request from time to time.

ADOPTED: April 25, 2023

EXHIBIT A

Board Membership Criteria

The Nominating Committee believes that it is in the best interests of the Company and its stockholders to obtain highly qualified individuals to serve on the Board.

At a minimum, the Nominating Committee must be satisfied that each Nominating Committee-recommended nominee meets the following minimum qualifications:

- The nominee shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders.

In addition to the minimum qualifications for each nominee set forth above, the Nominating Committee shall recommend that the Board select persons for nomination to help ensure that:

- A majority of the Board shall be “independent” in accordance with the standards established pursuant to Rule 4200(a)(15) of the Marketplace Rules of the National Association of Securities Dealers, Inc.
- Each of its Audit, Compensation and Nominating Committees shall be comprised entirely of independent directors.
- At least one member of the Audit Committee shall have such experience, education and other qualifications necessary to qualify as an “audit committee financial expert” as defined by the rules of the Securities and Exchange Commission.

Finally, in addition to any other standards the Nominating Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Nominating Committee may consider the following factors when selecting persons for nomination:

- Whether the nominee has direct experience in software development or in the markets in which the Company operates, or possesses specific skills relevant to the Company’s business.
- Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience.