

BROADWIND, INC.
GOVERNANCE/NOMINATING COMMITTEE
POLICIES FOR DIRECTOR NOMINATIONS AND STOCKHOLDER PROPOSALS

The following amended Governance/Nominating Committee Policies were adopted on June 26, 2023 by the Board of Directors (the “Board”) of Broadwind, Inc. (the “Company”).

Minimum Qualification of Directors

The Governance/Nominating Committee believes that candidates for the Board should have certain minimum qualifications, including being able to read and understand basic financial statements, having familiarity with the Company’s business and industry, having high moral character and mature judgment and being able to work collegially with others. The Governance/Nominating Committee may modify these minimum qualifications from time to time.

Board Membership Criteria

Board members are elected by the Company’s stockholders annually, except that the Board may fill vacancies. The Governance/Nominating Committee identifies, reviews, evaluates and recommends to the Board candidates for nomination for membership on the Board. An invitation to join the Board should then be extended by the Board through the Chairman of the Company’s Governance/Nominating Committee, together with the Company’s Chief Executive Officer.

The Governance/Nominating Committee will consider candidates for the Board who are recommended by stockholders, directors, third party search firms engaged by the Company and other sources. In evaluating director nominees, the Governance/Nominating Committee considers the following factors:

- the independence standards established by the Company, NASDAQ, the U.S. Securities and Exchange Commission and applicable law, the presence of any material interests that could cause a conflict between the Company’s interests and the interests of the director nominee, and the director nominee’s ability to exercise his or her best business judgment in the interest of all stockholders;
- the director nominee’s willingness to adhere to the Company’s Code of Ethics and Business Conduct;
- the director nominee’s ability to devote sufficient time to the business of the Board and at least one of the Board’s standing committees, in light of the number of other boards on which the director nominee serves (including for profit and not-for-profit boards) and the other business and professional commitments of the director nominee;
- the appropriate size and the diversity of the Company’s Board, including diversity of gender, race, and ethnicity;
- the knowledge, skills and experience of the director nominee, including experience in the industry in which the Company operates, as well as in the general areas of business, finance, management, leadership, risk management oversight, cybersecurity and information technology, human capital management, and public service, in light of prevailing business conditions and the knowledge, skills and experience already possessed by other members of the Board;
- the director nominee’s familiarity with domestic and international business matters;
- legal and regulatory requirements that are applicable to the Company;

- the director nominee's experience with generally accepted accounting principles ("GAAP") and other accounting rules and practices;
- the relationship of the Company's strategy and business to the changing needs of society; and
- the Board's desire to balance the considerable benefit of continuity with the periodic injection of the fresh perspective provided by new members.

The Governance/Nominating Committee will consider the attributes of the candidates and the needs of the Board and will review all candidates in the same manner, regardless of the source of the recommendation.

Stockholder Nomination of Directors and Other Proposals

A stockholder who wishes to recommend one or more directors or otherwise present a proposal at a meeting of the stockholders of the Company must do so in accordance with the Third Amended and Restated Bylaws of the Company and all applicable laws. The Governance/Nominating Committee will consider recommendations for directors that are received from the Company's stockholders equally with recommendations received from any other source.

All recommendations or proposals must be sent to:

Broadwind, Inc.
Attn: Secretary
3240 S. Central Avenue
Cicero, IL 60804

Other Stockholder Communications

Stockholders may communicate directly with the Board. All communications should be directed to our Secretary at 3240 S. Central Avenue, Cicero, IL 60804, and should prominently indicate on the outside of the envelope that it is intended for the Board or for non-management directors. If no director is specified, the communication will be forwarded to the entire Board.

Approved by the Board of Directors on December 13, 2007
As amended by the Board of Directors on November 3, 2010
As amended by the Board of Directors on October 21, 2019
As amended by the Board of Directors on October 26, 2020
As amended by the Board of Directors on June 26, 2023