

TURTLE BEACH CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Statement of Purpose

The Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Turtle Beach Corporation (the “**Company**”) shall provide assistance to the Board in the fulfillment of its responsibilities to shareholders by: (i) identifying qualified individuals to become directors and carrying out other responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, (ii) developing and recommending to the Board an annual self-evaluation process for the Board and overseeing the annual self-evaluation process, (iii) developing the Company’s corporate governance principles and practices, (iv) evaluating and monitoring the Board’s effectiveness in the development and implementation of the Company’s corporate governance principles and practices, and (v) overseeing the Company’s environmental, social and governance (“**ESG**”) programs, policies and practices.

Organization

The Committee shall be comprised of two or more members of the Board, each of whom shall satisfy Nasdaq’s independence requirements. The Committee members shall meet the requirements of applicable law, the rules set forth in the Company’s articles of incorporation (the “**Articles of Incorporation**”) and bylaws (the “**Bylaws**”) and, if applicable, the rules promulgated by the Securities and Exchange Commission (the “**SEC**”), Nasdaq or any other stock exchange or trading market on which the Company’s securities may be listed or approved for quotation. The members of the Committee shall be designated by the Board on an annual basis and shall serve until such member’s successor is duly designated or until such member’s earlier resignation or removal. Any member of the Committee may be removed from the Committee, with or without cause, by a majority vote of the Board. The Board shall designate one member as the chairperson (the “**Chairperson**”) or, alternatively, delegate authority to designate the Chairperson to the Committee.

Duties and Responsibilities

The Committee will have the authority necessary to carry out its duties and responsibilities as set forth in this charter (this “**Charter**”) and to take any action reasonably related thereto, subject to any restrictions in the Articles of Incorporation or Bylaws (each, as in effect), the applicable rules of the SEC, Nasdaq or any other stock exchange or trading market on which the Company’s securities may be listed or approved for quotation, or other applicable law.

To fulfill its duties and responsibilities, the Committee shall, among other things:

- Develop and recommend to the Board for its approval the qualifications, skills, experience, expertise, and diversity criteria, including gender, race and ethnicity, to be considered in selecting director candidates, and periodically review those qualifications and other criteria with the Board;
- Identify and screen qualified individuals to become directors, consistent with the criteria approved by the Board, with a goal of having at least two diverse directors (as contemplated by the Nasdaq listing rules) on the Board, and present such nominees for shareholder approval at the annual meeting;
- Consider any director candidates recommended by the Company’s stockholders pursuant to the Company’s policies and procedures and as described in the Company’s proxy statement;

- Review and make recommendations, as the Committee deems appropriate, with regard to the composition and size of the Board and its committees to endeavor to ensure that the Board and its committees have the requisite expertise and that their respective memberships consist of persons with sufficiently diverse and independent backgrounds;
- Develop and recommend to the Board for its approval, standards for determining whether a director has a relationship with the Company that would impair his or her independence;
- Provide appropriate orientation for new directors, and periodically provide materials or briefing sessions for all directors on subjects that would assist them in discharging their duties or responsibilities;
- Develop and recommend to the Board for its approval, an annual self-assessment process of the Board and its committees, and oversee such annual self-evaluations;
- Develop and recommend to the Board for its approval, a set of corporate governance principles which shall be reviewed and amended, as considered necessary by the Board in its sole discretion;
- Monitor and evaluate the Company's programs, policies and practices and relevant risks and opportunities relating to ESG matters and related disclosures, and make recommendations to the Board regarding the Company's overall strategy with respect to ESG matters;
- Oversee the Company's engagement with stakeholders on ESG matters;
- Review and make recommendations to the Board for revisions to this Charter, as the Committee deems appropriate;
- Make recommendations to the Board regarding the creation of additional Board committees or the elimination of existing Board committees;
- Periodically review with the Chief Executive Officer of the Company the plans for succession to the offices of the Company's Chief Executive Officer and other key executive officers and make recommendations to the Board with respect to the processes for identifying and selection of appropriate individuals to succeed to these positions;
- Maintain the minutes of, and report the results and recommendations of, each Committee meeting to the Board;
- Invite to any of its meetings other members of the Board, members of Company management and such other persons as it deems appropriate in order to carry out its responsibilities;
- Review management's monitoring of compliance with the Company's Code of Business Conduct and Ethics;
- Review and investigate any matters pertaining to compliance with the Company's Code of Business Conduct and Ethics, Securities Trading Policy and Investor Communications Policy;
- Review and periodically update the Company's Code of Business Conduct and Ethics, Securities Trading Policy and Investor Communications Policy, as well as the Company's system to monitor compliance and enforcement;
- Establish and oversee procedures pertaining to the receipt and resolution of shareholder proxy proposals and review shareholder proxy proposals submitted to the Company that are within the purview of the Committee;
- Prepare an annual report on corporate governance matters for inclusion in the annual proxy statement to shareholders; and
- Perform such other specific functions as the Board may from time to time direct.

Administration

The Committee will meet at least semiannually, or more frequently as circumstances dictate. The agenda of each meeting will be approved by the Chairperson and meeting materials will be provided to members as far in advance as practicable. Notice of a meeting of the Committee may be given by electronic mail. A majority of the members of the Committee shall constitute a quorum and shall be empowered to act on behalf of the Committee. Each regularly scheduled meeting of the Committee will conclude with an executive session with members of management absent.

The affirmative vote of a majority of the members of the Committee present at a meeting at which a quorum is present shall be required to approve any action of the Committee. Subject to the requirements of the Articles of Incorporation, Bylaws and any applicable law, regulation or rule, (i) any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed or agreed to via electronic mail by all members of the Committee and (ii) the members of the Committee may participate in a meeting of the Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such a meeting.

The Committee shall maintain minutes of, and report the results and recommendations of, each Committee meeting to the Board, which will be filed with the minutes of the meetings of the Board.

The Committee shall have the authority to delegate any of its responsibilities and duties to subcommittees as the Committee, in its sole discretion, may deem appropriate. The Committee shall also have the authority to form committees comprised of members of the Company's management and to delegate to such committees as well as other persons (including, but not limited to, members of the Company's management) such tasks and responsibilities as it deems appropriate, in each case, not inconsistent with applicable law and Nasdaq rules. Each subcommittee of the Committee shall maintain minutes of each of its meetings in a format consistent to those minutes of meetings of the Committee and shall report the results and recommendations of each of its meetings to the Committee. Each management committee shall report its results and recommendations directly to this Committee or to the Company's Chief Executive Officer, who shall brief this committee in a manner consistent therewith.

The Committee shall have the authority to retain, at the Company's expense, a search firm and/or other candidate-referral resources to assist with the identification of director candidates and to retain outside counsel, experts and other advisors (each, an "Advisor") as the Committee, in its sole discretion, may deem appropriate. The Committee shall have the authority to approve all terms and fees related to the engagement of such Advisors. Notwithstanding the Committee's exercise of authority to engage an Advisor to assist it in carrying out its responsibilities, the Committee shall remain fully responsible for all decisions related to its actions and may, in its sole discretion, decline to accept or implement any advice rendered by an Advisor.

As appropriate, the Committee shall review this Charter and report the results and recommendation of this endeavor to the Board for approval.

Miscellaneous

This Charter was initially adopted by the Board of Directors on March 31, 2022 and was last amended on August 2, 2023. This Charter shall be posted to the Company's website to the extent required by applicable law or rules of the Nasdaq or the SEC.