

INNOVATIVE SOLUTIONS AND SUPPORT, INC.

BOARD OF DIRECTORS

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating & Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of Innovative Solutions and Support, Inc. (the “Company”) is to (i) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders and the individuals to fill vacancies occurring between annual meetings of shareholders; (ii) to oversee the Company’s committee structure and recommend to the Board director nominees for each committee of the Board; (iii) to develop and oversee the Company’s corporate governance framework; (iv) to oversee the annual evaluation of the Board’s performance; and (v) to assist with any related matters required by federal securities laws.

Membership

The Committee shall be comprised of not less than two members of the Board. Each member of the Committee will meet the independence requirements of the Nasdaq Listing Rulebook and any other applicable laws, rules and regulations.

The members of the Committee shall be appointed by the Board, based upon recommendations from the Committee, and shall serve for such term or terms as the Board may determine or until their earlier resignation or removal. The chairperson of the Committee shall be recommended by the Committee and appointed by the Board.

Meetings

The Committee shall meet at least once annually, or more frequently as circumstances dictate. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall also meet periodically in executive session as a Committee.

Written minutes of each meeting of the Committee should be maintained. The minutes of the Committee reflecting, among other things, all actions taken by the Committee, shall be distributed to the Board at the next Board meeting following the meeting of the Committee that is the subject of such minutes.

Meetings of the Committee may be held in person, telephonically, virtually or in any manner permitted by law or the Company’s Bylaws. Except as otherwise required by the Company’s Bylaws, a majority of the members of the Committee shall constitute a quorum for the

transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee may also act by unanimous written consent without a meeting in accordance with the Company's Bylaws.

Authority and Responsibilities

The principal responsibilities of the Committee are set forth below. The Committee may perform such other functions as are consistent with its purpose and applicable laws, rules and regulations and as the Board may request or as the Committee deems necessary or appropriate.

The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

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 such evaluation in such manner as it deems appropriate.

1. Determine the qualifications, qualities, skills, and other expertise required to be a director in consultation with the Company's Chief Executive Officer, and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director.

2. Identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board.

3. Recommend to the Board the nominees for director to be submitted to a shareholder vote at the next annual meeting of shareholders.

4. If a vacancy on the Board or any Board committee occurs, to identify and recommend to the Board candidates to fill such vacancy.

5. Assist the Board in determining and monitoring whether or not each director and prospective director is "independent" within the meaning of any rules and laws applicable to the Company.

6. Monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.

7. Review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each Board committee and each Board committee chairperson.

8. Oversee the Company's corporate governance policies, practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its Certificate of Incorporation and Bylaws.

9. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and oversee the conduct of this annual evaluation.

10. The Committee shall have the authority to retain or obtain the advice of a director search firm, outside legal counsel, or other advisors to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of such search firm, outside legal counsel, or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm, outside legal counsel and other advisor retained by the Committee.