



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Amended as of August 21, 2019)

1. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Ormat Technologies, Inc. (the “Company”) is to (A) assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (B) select, or recommend to the Board director nominees for the next annual meeting of shareholders and for each Board committee or to fill vacancies or newly created directorships that may occur between such meetings, (C) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, (D) oversee the evaluation of the Board and management and (E) approve certain matters as set forth in this Charter.

2. COMMITTEE COMPOSITION

The Committee shall consist of at least three directors, each of whom meets the independence requirements under the listing standards of the New York Stock Exchange (the “NYSE”).

Committee members will serve until the first meeting of the Board following the Annual Meeting of Shareholders each year and until their successors are elected by a majority vote of the Board, or until their earlier resignation, death or removal, with or without cause, by a majority vote of the Board.

The chairperson of the Committee (the “Chair”) shall be the Chairman of the Board. If the Chairman of the Board refuses to serve as Chair for any reason, the Board will designate a member of the Committee to serve as Chair based on the recommendations of the Chairman of the Board. If the Board for any reason fails to appoint a Chair, the Committee will elect a Chair by the affirmative vote of a majority of the full Committee membership.

3. MEETINGS AND PROCEDURES

The Committee will meet as often as it determines necessary to carry out its duties and responsibilities, but not less frequently than annually. The Chair of the Committee, after consultation with the Chief Executive Officer as appropriate, is responsible to set agendas for the Committee meetings, and, when present, will preside over all Committee meetings.

A majority of the members of the Committee will constitute a quorum for the transaction of business. The Committee is authorized to take any permitted action only by the affirmative



vote of a majority of the Committee members at any meeting at which a quorum is present, or, without a meeting, by the unanimous written consent of all Committee members.

Committee meetings may be held in person, by telephone or video conference. Notice of all Committee meetings will be given, and waiver thereof determined, in accordance with the notice and waiver of notice provisions of the By-Laws of the Company as then in effect. The Chair may establish rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. The Committee will maintain copies of minutes of each Committee meeting and each written consent to action taken without a meeting, reflecting the actions authorized or taken by the Committee.

The Chair or secretary of the Company will circulate (A) the meeting agenda and any relevant documentation to the Committee members within a reasonable period in advance of each Committee meeting and (B) the minutes of Committee meetings to the Committee members and the Board on a timely basis thereafter.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee may form subcommittees composed of two or more members for any purpose that the Committee deems appropriate and may delegate to such subcommittee such power and authority as the Committee deems appropriate.

4. AUTHORITY

The Board has delegated to the Committee all powers and authority necessary or appropriate for the Committee to fulfill its duties and responsibilities set forth in this Charter. Pursuant to this authority, the Committee may (A) retain legal, financial, accounting or other advisers who shall report directly to the Committee to the extent it deems necessary or appropriate to discharge its duties and responsibilities and (B) consult with other Board committees. The Committee will have the sole authority to retain and terminate any search firm to be used to identify director candidates and have sole authority to approve the search firm's fees and other retention terms. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisers employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee will also have unrestricted access to Company management, employees and records.

5. DUTIES AND RESPONSIBILITIES

In furtherance of its purpose and in addition to the duties and responsibilities set forth elsewhere in this Charter, the Committee will:



- A. Develop and recommend to the Board for its approval, as needed, criteria and qualifications for Board membership, including, but not limited to, minimum individual qualifications, relevant career experience and technical skills, industry knowledge and experience, financial expertise, local or community ties, familiarity with the Company's business, ability to work collegially with others and willingness to serve on the Board.
- B. Identify, as needed, individuals believed to be qualified as candidates to serve on the Board and recruit, evaluate and select, or recommend that the Board select, candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting consistent with criteria and qualifications for Board membership approved by the Board.
- C. Develop and evaluate, as appropriate, a policy for consideration of any director candidate proposed or recommended by stockholders, including the procedures to be followed by stockholders in submitting such proposal or recommendation.
- D. Recommend director nominees for approval by the Board and election by the stockholders at the next annual meeting of stockholders.
- E. Recommend members of the Board to serve on the committees of the Board and the appropriate chairperson of each Board committee, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
- F. Provide guidance to the Board and management with respect to their oversight of, and involvement in, shareholder engagement, as needed.
- G. Review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board, as conditions dictate, that it propose amendments to the certificate of incorporation and by-laws for consideration by the shareholders.
- H. Review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. Monitor compliance with the Company's Corporate Governance Guidelines.
- I. Monitor the Board and each Board committee, conducting periodic reviews of their contributions to the Company.
- J. Report annually to the Board with an assessment of the Board's and each Board committee's performance and oversee the Board's periodic self-evaluation of its own performance. Oversee the evaluation process of the Company's Chief Executive Officer and other executive officers and management.
- K. Develop and review periodically with the Board succession plans for the Company's Chief Executive Officer and other executive officer positions and make recommendations to the Board in connection with such succession planning. Oversee the process of recruiting, evaluating and recommending that the Board select a successor to the Company's Chief Executive Officer and other C-level executives.
- L. Make independence determinations with respect to Board members and review periodically the independence standards used to make such determinations.



M. Report regularly to the Board, including:

- i. following meetings of the Committee, at the following Board meeting; and
- ii. with respect to other such matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board as the Committee may deem appropriate. The report to the Board may take the form of a written or oral report by the Chairperson or any other member of the Committee designated by the Committee or its chairperson to make such report.

N. Annually review and reassess the performance of the Committee and the adequacy of this Charter and recommend any proposed changes to the Board.