

**ULTRALIFE BATTERIES, INC.**  
**EXECUTIVE COMMITTEE CHARTER**

**Purpose**

The Executive Committee is appointed by the Board to exercise the powers and duties of the Board between Board meetings and while the Board is not in session and to implement the policy decisions of the Board.

**Committee Membership**

The Executive Committee shall be composed of the Chairperson of the Governance Compensation and Management, and Audit and Finance Committees, together with the Chairman of the Board of Directors who shall serve as Chairman of the Executive Committee.

**Meetings**

The Executive Committee shall meet as often as it determines to be necessary or appropriate. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Executive Committee shall be designated as the acting chair of the meeting. The Chairperson (or acting chair) may direct appropriate members of management and staff to prepare draft agendas and related background information for each Executive Committee meeting. The draft agenda shall be reviewed and approved by the Executive Committee Chairperson (or acting chair) in advance of distribution to the other Executive Committee members. Any background materials, together with the agenda, should be distributed to the Executive Committee members in advance of the meeting. All meetings of the Executive Committee shall be held pursuant to the By-laws of the Company with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved by the Executive Committee, shall be duly filed in the Company records. Reports of meetings of the Executive Committee shall be made to the Board at its next regularly scheduled meeting following the Executive Committee meeting accompanied by any recommendations to the Board approved by the Executive Committee.

**Committee Authority and Responsibilities**

The basic responsibility of the members of the Executive Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

The Executive Committee shall have the authority to exercise all powers and authority of the Board, including without limitation the powers and authority enumerated in the By-laws of the Company, excepting:

- matters, which, under the Delaware General Corporation Law, the rules and regulations of any exchange on which the Company's securities are traded, the Company's Certificate of Incorporation, or the Company's By-laws, cannot be delegated by the Board to a committee of the Board.

The Executive Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Executive Committee shall annually review its own performance.