

UNIVERSAL ELECTRONICS INC.
PRODUCT STRATEGY AND INNOVATIONS COMMITTEE
CHARTER

JUNE 26, 2023

PURPOSE

The Product Strategy and Innovations Committee (the “*PSI Committee*”) of the Board of Directors (the “*Board*”) of Universal Electronics Inc. (the “*Corporation*”) is appointed by the Board to provide strategic and tactical oversight, assistance, and guidance to management in the development and lifecycle management of the Corporation’s products and technology in support of the Corporation’s short- and long-term strategy and performance, and to assist in the development of the Corporation’s budget.

MEMBERSHIP

The PSI Committee shall be comprised of not fewer than two, as determined by the Board, a majority of which shall satisfy the independence requirements of NASDAQ and shall have diverse backgrounds in product development, marketing, strategic planning, budget and financial planning, as well as industry knowledge applicable to the Corporation’s current and future business plans.

The PSI Committee members (the “*Members*”), including the Chair of the Committee (the “*Chair*”), shall be appointed by the Board. The Members shall serve for such term or terms as the Board may determine and any Members may, at any time, resign or be removed from the PSI Committee, with or without cause, by the Board. Any action duly taken by the PSI Committee shall be valid and effective, whether or not the Members of the at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

If the Company appoints or has appointed a Chief Technology Officer of the Corporation (the “*CTO*”), the CTO shall be an advisory non-voting member of the PSI Committee.

MEETINGS AND PROCEDURES

The Chair (or in his/her absence, a member designated by the Chair) shall preside at each meeting of the PSI Committee and set the agenda for PSI Committee meetings. The PSI Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Certificate of Incorporation and By-laws of the Corporation, as amended from time to time, applicable to the PSI Committee.

The PSI Committee shall meet on a regularly scheduled basis at least twice per year or more frequently as the PSI Committee deems necessary or desirable. A meeting of the PSI Committee may be conducted in person or via teleconference where the members participating in the meeting can all hear one another.

All non-management directors who are not Members may attend and observe meetings of the PSI Committee, but shall not participate in any discussion or deliberation unless invited to do so by the PSI Committee, and in any event shall not be entitled to vote. The PSI Committee may, at its discretion, include in its meetings members of the Corporation’s management or any other person whose presence the PSI Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the PSI Committee may exclude from its meetings any persons, including any non-management director who is not a Member.

The PSI Committee may retain any experts or advisors that it believes necessary or desirable. The Corporation shall provide appropriate funding, as reasonably determined by the PSI Committee, for payment of compensation to any such persons retained by the PSI Committee and for ordinary administrative expenses of the PSI Committee necessary or appropriate in carrying out its duties.

The Chair shall report to the Board regarding the activities of the PSI Committee at appropriate times and as requested by the Chairman of the Board or the Lead Independent Director of the Board.

DUTIES

1. Provide guidance to management in the development of a five (5) year product and technology roadmap with value opportunity;
2. Assist management in the development of tactical and strategic revenue and product opportunities to be achieved in the short-term;
3. Review and provide guidance to management with respect to the strategic fit, feasibility, market demand, and financial implication of management's product and technology roadmap;
4. Review and provide guidance to management with respect to management's short- and long-term budget proposals, including research and development budget and spend pertaining to management's product and technology roadmap; and
5. Review with management, current product and technology performance, market dynamics, competitive landscape, and customer feedback, comparing to budget, aimed toward increasing short-term revenue and developing new product opportunities which may include a shift in strategic focus.

The PSI Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in the procedures or policies governing the PSI Committee. The PSI Committee shall conduct such evaluation and review in such manner as it deems appropriate.

The PSI Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.