



LIGHTPATH TECHNOLOGIES, INC. STRATEGY COMMITTEE CHARTER

PURPOSE

The purpose of the Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of LightPath Technologies, Inc. (the “Company”), is to carry out the responsibilities delegated by the Board relating to oversight of the Company’s strategic direction, long-term growth plans, business portfolio, market positioning, and other strategic initiatives designed to support sustainable long-term shareholder value.

MEMBERSHIP

The membership of the Committee shall consist of at least three directors, at least two of whom shall meet the independence requirements established by the Board, if any, and applicable laws, rules, and regulations of the Securities and Exchange Commission and NASDAQ.

The Committee members shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier removal, resignation, or death. The Board may remove any Committee member at any time with or without cause.

STRUCTURE AND OPERATIONS

The Nominating and Corporate Governance Committee will recommend the members and Chairperson of the Committee, which shall then be approved by the Board. The Chairperson of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings. The Committee shall cause to be kept adequate minutes of all its proceedings, and shall regularly report to the Board regarding its actions and activities and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

AUTHORITY

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of professionals, including outside counsel, financial advisors, consultants, and other advisors, as the Committee deems necessary 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 professionals. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to such professionals, outside counsel, and any other advisors.

The Committee may form and delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees or one or more designated Committee members, as the Committee deems appropriate in its sole discretion.

DUTIES AND RESPONSIBILITIES

The Strategy Committee shall be flexible in carrying out the Company’s policies and procedures so it can react to changing conditions and assist the Board in overseeing the Company’s long-term strategic priorities and opportunities.

1. To review and discuss with management the Company's long-term strategic plans, priorities, and objectives;
2. To review and monitor the Company's strategic positioning, including its business portfolio, end markets, competitive landscape, and growth opportunities;
3. To review and monitor strategic aspects of mergers, acquisitions, divestitures, joint ventures, partnerships, minority investments, and other strategic transactions, including overseeing the strategic rationale and fit of such opportunities;
4. To conduct a review of completed strategic transactions or initiatives for purposes of assessing the degree of success achieved and lessons learned;
5. To review with management the alignment of the Company's business strategy with its capital allocation priorities, operating plans, and resource deployment;
6. To review strategic risks and opportunities that could materially affect the Company's long-term plans, market position, or performance;
7. To make recommendations to the Board, as appropriate, with respect to the matters described above; and
8. To review this Charter on an annual basis and recommend any changes to the Board for approval.

Approved by the Board of Directors on May 11, 2026.