

ACORN ENERGY, INC.

NOMINATING COMMITTEE CHARTER

Membership

The Nominating Committee (the "**Committee**") of the board of directors (the "**Board**") of Acorn Energy, Inc. (the "**Company**") shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the applicable rules of the Nasdaq Stock Market.

The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Purpose

The Committee shall have responsibility for identifying, evaluating, recruiting and selecting qualified candidates for election, re-election or appointment to the Board and such other responsibilities as may be delegated by the Board to the Committee from time to time relating to the Company's director nominations process and procedures.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

To determine the qualifications, qualities, skills, and other expertise required to be a director (the "**Director Criteria**").

To identify, evaluate and recruit individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents.

To select qualified candidates and make recommendations to the Board regarding the approval of nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.

If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as 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 the director search firm. 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 its director search firm.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least once a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.