

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Members. The Board of Directors of ERock, Inc. (the “Company”) appoints a Nominating and Corporate Governance Committee of at least three members, consisting entirely of independent directors, and designates one member as chairperson. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange definition of “independence,” as determined by the Board.

2. Purpose, Duties and Responsibilities. The purpose, duties and responsibilities of the Nominating and Corporate Governance Committee are to engage in succession planning for the Board; identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board the Company’s director candidates for election at the annual meeting of stockholders; develop and recommend to the Board a set of corporate governance guidelines; and perform a leadership role in shaping the Company’s corporate governance. Among its specific duties and responsibilities, the Nominating and Corporate Governance Committee will:

- (a) Periodically review, and recommend to the Board, the skills, experience, characteristics and other criteria for identifying and evaluating directors.
- (b) Annually evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole and in individual directors, and to assess the criteria that may be needed in the future.
- (c) Consistent with criteria approved by the Board included in the Company’s Corporate Governance Guidelines, identify, review the qualifications of, and recruit new candidates for election to the Board.
- (d) Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (e) Discuss succession planning for the Board and key leadership roles on the Board and its committees.
- (f) Establish procedures for the consideration of Board candidates recommended for the Committee’s consideration by the Company’s stockholders and consider candidates, if any, properly proposed by the Company’s stockholders.
- (g) Recommend to the Board the Company’s candidates for election or reelection to the Board at each annual stockholders’ meeting (or, if applicable, at a special meeting of stockholders).
- (h) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

- (i) Develop and recommend to the Board a set of corporate governance guidelines, and annually review these guidelines and recommend changes to the Board as appropriate.
- (j) Regularly review the Board's leadership structure and recommend changes to the Board as appropriate.
- (k) Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
- (l) Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.
- (m) Review directorships at other for-profit organizations offered to directors and, if applicable, senior officers of the Company.
- (n) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- (o) Oversee the orientation process for new directors and ongoing education for directors.
- (p) Oversee the evaluation of the Board and its committees.
- (q) Oversee the Company's stockholder engagement program relating to governance matters and sustainability, and make recommendations to the Board regarding its involvement in stockholder engagement.
- (r) Oversee the Company's political contributions and lobbying activities and the Company's policies and practices regarding political contributions and lobbying activities.
- (s) Annually evaluate the performance of the Nominating and Corporate Governance Committee and assess the adequacy of the Nominating and Corporate Governance Committee's charter.

3. Subcommittees. The Nominating and Corporate Governance Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.

4. Outside Advisers. The Nominating and Corporate Governance Committee will have the authority to retain such outside counsel, experts, and other advisers as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisers retained by the Committee.

5. Meetings. The Nominating and Corporate Governance Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places

as the Committee or its chairperson determines. At each meeting, the Nominating and Corporate Governance Committee will also meet separately in executive session with each of management and the General Counsel. The majority of the members of the Nominating and Corporate Governance Committee constitutes a quorum. The Nominating and Corporate Governance Committee will report regularly to the full Board with respect to its activities.

*Effective: June 10, 2026*