



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

APPROVED: DECEMBER 13, 2023

1. Purpose

- 1.1 The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of Mynd.ai, Inc. (the “**Company**”) is to ensure that the Board of Directors (the “**Board**”) is properly constituted to meet its fiduciary duties. To carry out this purpose, the Committee shall: (1) assist the Board by identifying prospective director nominees and recommending to the Board the director nominees for the next annual general meeting of shareholders; (2) recommend to the Board the directors that shall serve on each committee of the Board; (3) develop and recommend to the Board the governance principles applicable to the Company; (4) oversee the evaluation of the Board and its committees; and (5) monitor and oversee governance and compliance matters.
- 1.2. The Board and management shall ensure that the Committee has adequate funding and other resources and authority to discharge its responsibilities as determined by the Committee.

2. Membership & Organization

- 2.1. The Committee shall be comprised of at least two members.
- 2.2. The members of the Committee shall be appointed by, and serve at, discretion of the Board and may be replaced by the Board at any time or for any reason. Unless a chair is designated by the Board, the members of the Committee may appoint a chair of the Committee (the “**Chair**”).

3. Responsibilities

In addition to such other responsibilities as may be delegated to the Committee from time-to-time by the Board, the Committee shall:

- 3.1. At least annually review and make recommendations to the Board concerning the composition and organization of the Board and its committees, and determine future requirements;
- 3.2. Determine on a periodic basis the desired qualifications, expertise and characteristics for potential directors, with the goal of developing an experienced and highly qualified Board, with a diverse background and skillset, complying with any applicable laws or listing standards, and conduct searches for director candidates that have corresponding attributes; and assess the independence of any candidates identified for consideration;
- 3.3. Evaluate and recommend nominees for appointment to the Board, consistent with criteria approved by the Board, and consider and evaluate shareholder nominees for appointment to the Board;
- 3.4. To the extent applicable, review any disclosure regarding the Company’s nomination process included in the Company’s annual report on Form 20-F or other current or periodic filings with the Securities and Exchange Commission;
- 3.5. Make recommendations for new director orientation and continuing education for Board members;

- 3.6. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and review those guidelines as appropriate;
- 3.7. Evaluate the governance of the Board and its committees and oversee compliance by the Board and its committees with applicable laws and regulations;
- 3.8. Review proposed changes to the Company's Memorandum and Articles of Association and make recommendations to the Board;
- 3.9. Determine the manner in which shareholders may send communications to the Board (as a whole or individually), as well as the process by which shareholder communications will be relayed to the Board and what the Board's response, if any, should be, subject to the Company's Memorandum and Articles of Association and the Companies Act (As Revised) of the Cayman Islands;
- 3.10. Develop and oversee an annual process for evaluation of the performance of the Board and each of its committees, including conducting surveys of director observations, suggestions and preferences;
- 3.11. Periodically review and discuss with the CEO and the Board, the development and succession plans for senior management positions;
- 3.11. To the extent applicable, review the disclosure regarding the Company's governance matters included in the Company's annual report on Form 20-F or other current or periodic filings with the Securities and Exchange Commission;
- 3.12. Review, evaluate and make recommendations to the Board regarding the Company's programs, policies and practices relating to environmental, social and governance issues and impact to support the sustainable growth of the Company's businesses, except for issues already delegated to other committees;
- 3.13. Periodically review this Charter and make recommendations to the Board with respect to any proposed changes; and
- 3.14. Review annually its own performance against the responsibilities outlined in this Charter and as otherwise established by the Board.

4. Authority

The Committee shall:

- 4.1. Have the authority to form, and delegate authority to, one or more subcommittees, comprised of one or more Committee members, which subcommittee(s) shall have the responsibilities and authority delegated to them, including, if so designated, the full responsibility and authority of the Committee with respect to delegated matters;
- 4.2. Have the sole authority, at the Company's expense, to retain and terminate any search firm to be used to identify director candidates; and
- 4.3. Have the authority to obtain advice, reports or opinions from internal or external counsel and other expert advisors at the Company's expense.

5. Meetings & Minutes

The Committee shall meet at least once per year and will also meet, as required, in response to the needs of the Board and as necessary to fulfill its responsibilities. The Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in any manner not inconsistent with any provisions of the Company’s Memorandum and Articles of Association that are applicable to the Committee. A majority of the total number of then-serving members of the Committee shall constitute a quorum for the transaction of business at Committee meetings. The approval of a majority of such quorum shall constitute a valid act of the Committee at a duly held Committee meeting. The Committee may also act by unanimous written consent of the then-serving members of the Committee.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

6. Reports

The Committee will make regular reports to the Board related to its activities.

7. Compensation

Members of the Committee shall receive such compensation, if any, for their service as Committee members in accordance with the Company’s standard compensation arrangements for non-employee directors. Such compensation may include retainers or per meeting fees as well as equity awards. Fees may be paid in such form of consideration as is determined by the Board.

Revision History

Version	Effective Date	Approved By	Notes (e.g., description of changes)
1.0	December 13, 2023	Mynd.ai Board of Directors	