

Charter of the Nominations & Governance Committee of the Board of Directors of BKV Corporation

(Adopted on September 25, 2024)

1. Purpose of the Committee

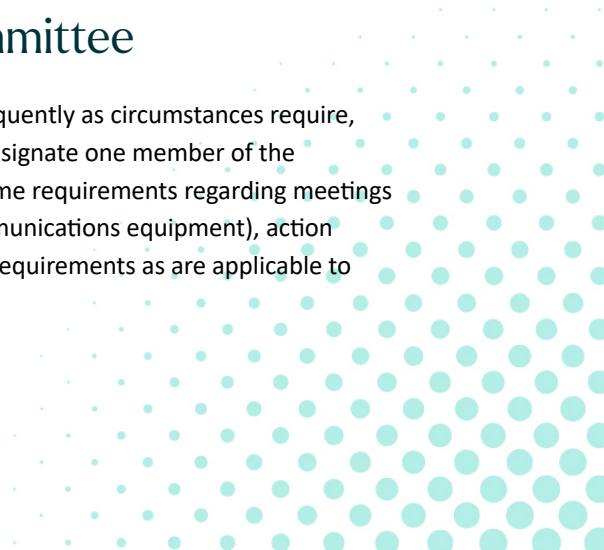
The purpose of the Nominations & Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of BKV Corporation (the “Company”) shall be to provide leadership and guidance to the Board regarding (1) matters of corporate governance; (2) selection and evaluation of members of the Board; (3) the annual performance review of the Board and its committees; and (4) such other functions as the Board may assign to the Committee from time to time.

2. Composition of the Committee

The Committee is established as a standing committee of the Board. The Committee shall be comprised of at least two (2) directors. The members of the Committee shall satisfy the requirements for independence under applicable law and regulations of the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”) standards for directors and nominating committee members, as determined by the Board and subject to any exceptions or grace periods from such requirements available to the Company. For so long as the Company is a “controlled company” as defined under the rules of the NYSE, the rules of the NYSE requiring independence of the members of the Committee will not apply to the Committee. Committee members shall be appointed by the Board annually and when a vacancy exists, in each case, in accordance with the Company’s certificate of incorporation and may be removed by a majority vote of the Board at any time for any reason with or without cause.

3. Meetings and Procedures of the Committee

The Committee shall meet at least one (1) time per year or more frequently as circumstances require, either in person or telephonically (if appropriate). The Board shall designate one member of the Committee as its Chairperson. The Committee is governed by the same requirements regarding meetings (including meetings by 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 form subcommittees for any purpose within its authority that the Committee deems appropriate and may delegate to such subcommittees such power and authority of the Committee as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two (2) members; and provided, further, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or applicable listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers, managers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. However, the Committee shall also meet without such individuals present as it sees fit.

The Committee shall make regular reports to the Board regarding the execution of its duties and responsibilities. Written minutes of all Committee meetings shall be kept and the minutes shall be maintained with the books and records of the Company.

4. Duties and Responsibilities of the Committee

Among its specific duties and responsibilities, the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the NYSE or other regulatory authority:

4.1 CORPORATE GOVERNANCE

- 4.1.1 Develop and recommend to the Board for adoption appropriate corporate governance guidelines and recommend any changes to the Board.
- 4.1.2 Oversee compliance with the corporate governance guidelines.
- 4.1.3 Periodically, but no less frequently than annually, evaluate the adequacy and effectiveness of the corporate governance guidelines.
- 4.1.4 Except to the extent reserved for the full Board or another committee thereof, periodically but no less frequently than bi-annually, review the Company's programs regarding environmental, social and governance ("ESG") related matters, which may include legislative and regulatory (including political advocacy), environmental health and safety, sustainability, human capital management, corporate culture and corporate social responsibility and philanthropic activities, and make recommendations to the Board.
- 4.1.5 Review with legal counsel any legal and regulatory matters that may have a material impact on the appropriate corporate governance guidelines or the Company's corporate governance process.

- 4.1.6 Review, at least annually, the Code of Business Conduct and Ethics that is applicable to the Company and its subsidiaries and that is in compliance with applicable laws and regulations. Approve any waiver from the Code of Business Conduct and Ethics applicable to officers or Directors.

4.2 NOMINATION

- 4.2.1 Identify and review the qualifications of potential nominees for the Board and its committees, consistent with criteria approved by the Board Directors.
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- 4.2.3 Assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- 4.2.4 Recommend to the Board director candidates for the annual meeting of stockholders, and candidates to be elected by the Board as necessary to fill vacancies and newly created directorships, in accordance with the terms of the Company's certificate of incorporation.
- 4.2.5 Establish and review procedures for the consideration of Board candidates recommended by the Company's stockholders.

4.3 DIRECTOR QUALIFICATIONS; PROCESS FOR IDENTIFYING AND EVALUATING NOMINEES

- 4.3.1 Recommend to the Board director candidates for the annual meeting of stockholders, and candidates to be elected by the Board as necessary to fill vacancies and newly created directorships, in accordance with the terms of the Company's certificate of incorporation.
- 4.3.2 Nominees for director shall possess the qualifications consistent with the criteria approved by the Board as set forth in its Corporate Governance Guidelines.
- 4.3.3 In identifying and evaluating nominees for director, including nominees recommended by stockholders, the Committee shall implement such process as it deems appropriate.

4.4 EVALUATION

- 4.4.1 Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees.
- 4.4.2 Oversee and coordinate the evaluations of the Board, each of its committees and management.
- 4.4.3 Report Committee actions and the Committee's evaluation of the overall performance of the Board to the Board with such recommendations as the Committee may deem appropriate.

4.5 BOARD INDEPENDENCE AND STRUCTURE

- 4.5.1 Periodically, but no less frequently than annually, review relationships between the Company and each director and report the results of its review to the Board, which will then determine whether directors satisfy applicable independence requirements.
- 4.5.2 Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees and consider periodically rotating directors among the committees.
- 4.5.3 Monitor directorships in other public companies held by directors and senior officers of the Company.

5. Annual Review of the Charter

The Committee shall review and reassess the adequacy of this Charter on an annual basis. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope.

6. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance under this Charter.

The Committee shall present to the Board the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

7. Investigations and Studies, Outside Advisors, Support

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisors as it deems necessary and appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Further, the Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

8. General Legal Standard

In discharging its role, the Committee will rely to a significant extent on information and advice provided by management, consultants, advisors and counsel. When the Committee takes an action, it shall exercise its independent judgment on the basis of such information, and advice and other appropriate factors deemed by the Committee to be in the best interests of the Company and its stockholders. Nothing contained in this Charter is intended to (i) create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable law, and (ii) preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law (or any successor provision thereto) for good faith reliance by members of the Committee on reports or other information provided by others.

