

SKILLSOFT CORP.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

[Last updated December 5, 2024]

I. Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors of Skillsoft Corp. (the “Company”) shall:

- (a) identify individuals qualified to become members of the Board of Directors of the Company (the “Board”), consistent with criteria approved by the Board;
- (b) recommend to the Board for approval director nominees, consistent with the Company’s director qualifications criteria;
- (c) develop and recommend to the Board for approval corporate governance guidelines applicable to the Company and appropriate amendments thereto;
- (d) oversee, and advise the Board with respect to, the Company’s corporate governance matters, including Board and committee structure and composition and certain Company corporate governance policies and practices; and
- (e) oversee the evaluation of the Board and management.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange (the “Exchange”) and any other applicable regulatory requirements, subject to the phase-in periods permitted under the rules of the Exchange.

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee’s Chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee. The Committee may form and delegate authority to subcommittees from time to time as it sees fit.

III. Meetings

The Committee shall meet as frequently as circumstances require. Meetings shall be called by the Chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company’s organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

The Committee shall maintain minutes of its meetings and records relating to those meetings.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board for approval the criteria for Board membership, including (a) any specific minimum qualifications that it believes must be met by a nominee for a position on the Board; (b) any specific qualities or skills that it believes are necessary for one or more of the Board members to possess; and (c) the desired qualifications, expertise, experience and characteristics of Board members, with the goal of developing an experienced and highly qualified Board, and periodically review these qualifications with the Board.
2. Identify individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill vacancies on the Board. As part of this process the Committee shall review each director's continuation on the Board every three years. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems appropriate, including the requirements of the Company's corporate governance guidelines and any other criteria approved by the Board.
3. Develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by shareholders of the Company and review the qualifications of such candidates pursuant to these policies and procedures.
4. Review any shareholder proposals affecting corporate governance and make recommendations to the Board accordingly.
5. Monitor, review and evaluate any change of circumstances or actual or potential conflict of interest relating to any director that may affect the independence of the director, and advise the Board as to the Committee's findings and recommendations relating to the independence and continued service of any such director and, on an ongoing basis, any other issues pertaining to the independence of the Company's directors.
6. Review and make recommendations to the Board with respect to the size, composition and organization of the Board and committees of the Board.
7. Review and make recommendations to the Board with respect to Board process, including the calendar, agenda and information requirements for meetings of the Board and its committees, executive sessions of non-management directors and executive sessions of independent directors.

8. Develop a Chief Executive Officer succession plan in the event of an unexpected occurrence (the “Succession Plan”) and, at least annually, review the Succession Plan with the CEO, the Compensation Committee and the Board.
9. Oversee the periodic and at least annual evaluation of the Board and its committees and of management.
10. Develop, review and assess the adequacy of the Company’s Corporate Governance Guidelines, Insider Trading Policy, and Public Disclosure Policy annually and recommend to the Board any changes the Committee deems appropriate.
11. Periodically review and approve, or recommend to the Board for approval, as applicable, changes to the documents and policies relating to the Company’s corporate governance, including its Certificate of Incorporation and Bylaws.
12. Review developments in legislation, regulation, public policy and related trends that may pertain to the Company’s corporate governance and related matters and evaluate best practices.
13. Oversee, and periodically review and discuss with management and the Board, the Company’s activities relating to corporate social responsibility and sustainability matters and the external reporting thereof and to the extent the Committee deems appropriate, develop and approve, or recommend to the Board for approval, guidelines relating to those matters and amendments thereto.
14. Develop and maintain the Company’s orientation programs for new directors and continuing education programs for directors.
15. Review and assess the adequacy of this Charter periodically and at least annually and recommend to the Board any changes deemed appropriate by the Committee.
16. Review its own performance periodically and at least annually.
17. Report regularly to the Board.
18. Perform any other activities consistent with this Charter, the Company’s Bylaws and governing law, as the Committee or the Board deems appropriate.

V. Resources

The Committee shall have the authority, at its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any other advisors (the “Advisors”) to assist it in carrying out its duties. The Committee shall advise the Chairperson of the Board if the Chairperson is independent, or the Lead Independent Director if the Chairperson is not independent, and the Chief Legal Officer of the identity of any advisor it has retained. The Chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisor retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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