

DATA STORAGE CORPORATION
AMENDED AND RESTATED NOMINATING & CORPORATE GOVERNANCE
COMMITTEE CHARTER

August 2023

Purpose of the Committee

The Nominating & Corporate Governance Committee (the “Committee”) shall report to and assist the Board of Directors (the “Board”) of Data Storage Corporation (the “Company”). The purpose of the Committee shall be to identify qualified individuals for membership on the Board; recommend to the Board the director nominees for the next annual meeting of shareholders; develop and recommend to the Board a set of corporate governance guidelines for the Board; provide oversight of the corporate governance affairs of the Board and the Company; and to oversee the evaluation of the Board and management.

Membership on the Committee

1. The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception.
2. Members of the Committee shall be appointed and may be removed, with or without cause, by the Board.
3. Unless a Chairman is designated by the Board, the Committee may designate a Chairman by majority vote of the full Committee membership.

Duties and Responsibilities of the Committee

1. Criteria for Nomination to the Board: The Committee shall set general criteria for nomination to the Board. The general criteria for nomination to the Board are as set forth in the Company’s corporate governance guidelines.
2. Nomination of Directors: The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.
3. Committees of the Board: The Committee shall review annually the purpose of the Committees of the Board, recommend to the Board any changes deemed necessary or desirable to the purpose of the Committees and whether any Committees should be created or discontinued, and recommend to the Board the directors and Chairman to be appointed to each Committee.
4. Corporate Governance Guidelines: The Committee shall develop and recommend to the Board for approval a set of corporate governance guidelines for the Board. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these guidelines and recommend to the Board any changes deemed necessary or desirable. The Committee shall also have oversight of the corporate governance affairs of the Company and shall review annually the corporate governance practices and policies of the Company.
5. Evaluation Process: The Committee shall develop and recommend to the Board an annual performance evaluation process for the Board and its Committees and the management of the Company. The Committee shall oversee the process which the Board and its Committees and the management of the Company use to conduct annual performance evaluations.

6. Self-Evaluation: On an annual basis, the Committee shall conduct a self-evaluation of its performance in fulfilling its duties and responsibilities under this Charter.
7. Conflicts of Interest: The Committee shall consider questions of possible conflicts of interest of the Board members, as such questions arise.
8. Succession Planning: The Committee shall review at least annually with the Chairman/CEO the succession plans relating to the positions of Chairman/CEO and other members of the management team, and shall make recommendations to the Board with respect to the selection of individuals to hold the position of Chairman/CEO.
9. Reports to the Board: The Committee shall report regularly to the Board on its meetings and review with the Board significant issues and concerns that arise at meetings of the Committee.
10. Director Orientation: The Committee shall review and recommend, as appropriate, director orientation and continuing orientation programs for members of the Board.
11. Charter Review: On an annual basis, the Committee shall review the adequacy of this Charter, and recommend to the Board any modifications or changes hereto for approval by the Board.

Qualifications for Directors

Candidates for director should have certain minimum qualifications, including being able to understand basic financial statements, being over 21 years of age, having relevant business experience (taking into account the business experience of the other directors), and having high moral character. Additional factors that the Committee will consider include possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the Company's affairs, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's stockholders. Candidates for director nominees are also reviewed in the context of the current composition of the Board of Directors, the Company's operating requirements and the long-term interests of its stockholders. In conducting this assessment, the Nominating and Corporate Governance Committee typically considers diversity, age, skills and such other factors as it deems appropriate, given the current needs of the Company and the Board of Directors, to maintain a balance of knowledge, experience and capability. The Committee retains the right to modify these minimum qualifications from time to time.

In evaluating an incumbent director whose terms of office is set to expire, the Committee reviews such director's overall service to the Company during that director's term, including the number of meetings attended, level of participation, quality of performance, and any transactions with the Company engaged in by that director during his or her term, including any transactions that might impair the director's independence.

When selecting a new director nominee, the Committee first determines whether the nominee must be independent pursuant to Nasdaq Listing Rules or whether the candidate must qualify as an "audit committee financial expert," as such term is defined by the rules of the Securities and Exchange Commission. The Committee then uses its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. The Committee then meets to consider the candidates' qualifications and chooses a candidate by majority vote.

Director Candidates Nominated by Stockholders

Stockholders wishing to directly recommend candidates for election to the Board of Directors at an annual meeting of stockholders must do so by giving notice in writing to the Company's Corporate Secretary, Data Storage Corporation, 48 South Service Road, Melville, New York 11747. The stockholder's notice to the Corporate Secretary shall set forth: (1) such nominee's name, age, business address and, if known, residence address; (2) such nominee's principal occupation or employment; (3) the class and series and number of shares of stock of the Company that are, directly or indirectly, owned, beneficially or of record, by such person; (4) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among (i) the stockholder, the beneficial owner, if any, on whose behalf the nomination is being made and the respective affiliates and associates of, or others acting in concert with, such stockholder and such beneficial owner, on the one hand, and (ii) each proposed nominee, and his or her respective affiliates and associates, or others acting in concert with such nominee(s), on the other hand, including all information that would be required to be disclosed pursuant to Item 404 of Regulation S-K if the stockholder making the nomination were the "registrant" for purposes of such Item and the proposed nominee were a director or executive officer of such registrant; and (5) any other information concerning such person that must be disclosed as to nominees in proxy solicitations pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended.

The Nominating and Corporate Governance Committee will consider and vote on any recommendations so submitted. In considering any person recommended by a stockholder, the Committee will look for the same qualifications that it looks for in any other person that it is considering for a position on the Board of Directors.

Any stockholder nominee recommended by the Committee and proposed by the Board of Directors for election at the next annual meeting of stockholders will be included in the Company's proxy statement for that annual meeting.

Meetings of the Committee

The Committee will meet at least once each year. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. In the discretion of the Chairman of the Committee, but at least once each year, the members of the Committee shall meet in Executive Session.