

PINEAPPLE ENERGY INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Pineapple Energy Inc. (the “Company”) (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders and the individuals to fill vacancies occurring between annual meetings of shareholders; (2) to oversee matters of corporate governance, including recommending to the Board any modifications to the Company’s Corporate Governance Guidelines; (3) to lead the Board in its annual review of the Board’s performance and succession planning; and (4) to recommend to the Board directors for each committee.

Committee Membership

The size of the Committee shall be determined by the Board in its sole discretion, provided that, in no event, shall it consist of fewer than two members. All members of the Committee shall meet the independence requirements of the Nasdaq Stock Market and any other applicable laws or regulations.

The members of the Committee shall be appointed annually by the Board and will serve at the Board’s discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board.

The Board shall appoint one member of the Committee as its Chairperson.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairperson shall preside at each meeting. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Committee Authority and Responsibilities

The Committee will have the following authority and responsibilities:

1. On an annual basis, and as needed, consider and recommend to the Board the size and composition of the Board, including identifying any specific needs in terms of industry or professional background, or independence standards, for nominees.
2. Evaluate possible nominees (including those recommended by shareholders) for election as directors, conduct appropriate inquiries into the background and qualifications of possible nominees, and recommend to the Board suitable nominees for election either annually by shareholders or, in the event of a vacancy, by the Board.
3. Evaluate the re-nomination and continuing service of incumbent directors, as impacted by factors including retirement, changes in principal employment or primary occupation, conflicts of interest and attendance.

4. Review the structure and composition of each committee of the Board and make recommendations to the Board for changes to the committees of the Board, including the structure, composition and leadership of the various committees.
5. Recommend to the Board the chairperson of the Board and/or lead independent director, as appropriate. Assess from time to time the effectiveness of the Board's leadership structure, and recommend to the Board any proposed changes to such structure.
6. Monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.
7. Oversee the self-evaluations of the Board and its committees.
8. Annually, or more frequently as appropriate, review the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
9. Oversee the Company's programs, policies and practices relating to corporate responsibility and sustainability, including environmental, social and governance (ESG) matters.
10. Annually, or more frequently as it deems appropriate, review or lead the review of the succession planning for the Company's senior executive officers, including but not limited to the Chief Executive Officer, which may be done in concert with the Compensation Committee.
11. Have the authority, in its sole discretion, to retain and terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other terms and conditions of the search firm's retention. The Committee shall also have authority to obtain advice and assistance from internal or external legal or other advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm or other advisor retained by the Committee.
12. Regularly report to the Board regarding the activities of the Committee.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
14. Annually evaluate the Committee's performance.
15. Form and delegate authority to subcommittees when appropriate.