

AIRJOULE TECHNOLOGIES CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As amended on November 7, 2024)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of AirJoule Technologies Corporation, a Delaware corporation (the “*Company*”), is to:

- A. Identify individuals qualified to become members of the Board consistent with criteria approved by the Board;
- B. Recommend director nominees to the Board for election at next annual meeting of shareholders or for appointment by the Board to fill any Board vacancy;
- C. Review and make recommendations to the Board on corporate governance matters, including relating to the Company’s governance documents and practices, as well as the performance and composition of the Board and its committees; and
- D. Perform such other functions as are listed in this Charter or as the Board may assign to the Committee from time to time.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“*Nasdaq*”), subject to any available exception, and meet all other eligibility requirements of applicable law, unless otherwise determined by the Board. Committee members must be appointed to and may be removed from the Committee, with or without cause, by the Board. The Chair of the Committee (the “*Chair*”) shall be designated by the Board, taking into consideration the recommendation of the Committee, *provided* that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair.

The Company Secretary or his or her nominee shall act as the Secretary of the Committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

III. Meetings, Procedures and Authority

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.

The Committee may, in its sole discretion, retain, obtain advice from and terminate any search firm to be used to identify director candidates, including sole authority to approve such

search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms. The Committee will be directly responsible for the appointment, compensation and oversight of any advisor it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such search firm or advisor retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable SEC and Nasdaq rules.

IV. Duties and Responsibilities

1. *Director Qualifications.* The Committee will identify individuals qualified to become members of the Board based on the criteria set forth in the Company's Corporate Governance Guidelines as well as any other factor that the Committee deems to be relevant. The Committee will ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. Prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest. The Committee will consider candidates for the Board regardless of gender, race, ethnicity and national origin, and the Committee will instruct any search firm retained by the Committee to assist in a director search process to present a diverse pool of candidates, including women and minority candidates.

2. *Director Nominees.* The Committee will recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders or for appointment by the Board to fill any Board vacancy and newly created directorships on the Board. The Committee will treat recommendations for directors that are received from the Company's shareholders equally with recommendations received from any other source; *provided, however*, that in order for such shareholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's proxy statement for its annual meeting of shareholders.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend any proposed changes in the Board committees' sizes, composition, leadership and structures to the Board for approval.

4. *Board Leadership Structure.* The Committee will periodically review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board.

5. *Shareholder Proposals.* The Committee will review any proposal recommended by management or properly presented by a shareholder for inclusion in the Company's annual meeting proxy statement and make recommendations to the Board with respect thereto.

6. *Director Independence.* The Committee will review annually, or more frequently as the Committee deems necessary or appropriate, the relationships between directors (or prospective director(s)), the Company and members of management and recommend to the Board whether each director (or prospective director) qualifies as “independent” under the Board’s definition of “independence” and the applicable rules of the Nasdaq and the Company’s Corporate Governance Guidelines.

7. *Leadership Structure.* The Committee will periodically assess the Board’s leadership structure, including whether the offices of Chair of the Board and Chief Executive Officer should be separate, whether the Company should have a “Lead Independent Director” in the event that the Chair of the Board is not an independent director, and why the Board’s leadership structure is appropriate given the specific characteristics or circumstances of the Company.

8. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

9. *Director Changes in Position or Circumstances.* The Committee will review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board.

10. *Board and Committee Evaluations.* The Committee will oversee the periodic self-evaluations of the Board and its committees.

11. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company’s certificate of incorporation, bylaws, and the charters of the Company’s other committees.

12. *Succession Planning.* The Committee will oversee plans for succession of the Company’s Chief Executive Officers (the “**CEO**”), including identifying the qualities and characteristics necessary for an effective CEO and monitoring and reviewing the development and progression of potential candidates against these standards. The Committee will periodically report to the Board on CEO succession planning and make recommendations for approval by the Board of any CEO succession plans. The Committee will also consult with the CEO on senior management succession planning.

13. *Environmental, Social and Governance.* The Committee shall periodically review the Company’s environmental, social and governance (“**ESG**”) strategy, initiatives and policies, receive updates from the Company’s management responsible for significant ESG activities.

14. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

15. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

16. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its power and authority to its Chair, any of its members or any subcommittee it may form when the Committee determines such delegation is appropriate under the circumstances; *provided, however,* that the Committee shall not delegate any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.