

PUBLIC POLICY HOLDING COMPANY, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. CONSTITUTION

The nominating and corporate governance committee has been established by a resolution of the board of directors (the “Board”) of Public Policy Holding Company, Inc. (the “Company”) and is to be known as the Nominating and Corporate Governance Committee (the “Committee”).

II. PURPOSE

The Committee shall provide assistance to the Board by, among other things:

- (a) identifying individuals qualified to become directors, consistent with the criteria approved by the Board, from time to time, and selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders or to fill vacancies or newly created directorships that may occur between such meetings;
- (b) developing and recommending to the Board a set of corporate governance principles to be included in the Company’s Corporate Governance Guidelines, as the same may be amended from time to time, and assisting the Board in complying with them;
- (c) overseeing the evaluation of the Board and senior management;
- (d) recommending members of the Board to serve on committees of the Board and evaluating the functions and performance of such committees;
- (e) overseeing and approving the management continuity planning process; and
- (f) otherwise taking a leadership role in shaping the corporate governance of the Company.

III. STRUCTURE AND PROCESSES

Membership Requirements

The Committee shall be composed of two (2) or more members of the Board, and each member shall be determined by the Board to be “independent” under the applicable rules of The Nasdaq Stock Market LLC (“Nasdaq”), and shall have the experience, qualifications and attributes and/or skills deemed necessary by the Board to serve on the Committee. Each member of the Committee shall also satisfy the independence requirements set out in the Quoted Companies Alliance’s (“QCA”) Corporate Governance Code (the “QCA Code”) and any other requirements imposed by applicable law.

Appointment and Removal

The members of the Committee shall be appointed by the Board. Appointments to the Committee shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee. Each member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board.

Chairman

The chairman of the Committee (the "Chairman") shall be appointed by the Board and shall be the Chair of the Board or an independent non-executive director. The Chairman will chair all regular sessions of the Committee and is responsible for the operation and effectiveness of the Committee, setting the agendas of Committee meetings and managing the Committee's agenda. The Chair of the Board shall not chair the Committee when it is dealing with the succession to the chairmanship of the Board. In the absence or vacancy of the Chairman, the members of the Committee shall designate a Chairman by the majority vote of the full Committee membership.

Secretary of the Committee

The Secretary of the Company shall act as the Secretary of the Committee. In the absence of the Secretary of the Committee, the members present at the meeting of the Committee shall elect another person as the Secretary. The Secretary of the Committee shall assist the Chairman to determine the agenda for meetings to ensure that the Committee can effectively discharge its responsibilities. The Secretary of the Committee should not be a member of the Committee and should not be the Chief Financial Officer.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate to the extent consistent with the Company's Certificate of Incorporation, Bylaws, the Nasdaq listing rules, the AIM rules for Companies published by London Stock Exchange plc (the "AIM Rules"), the QCA Code, and other applicable law.

IV. MEETINGS

Attendance at Meetings

All non-executive directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, senior management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons (other than a member of the Committee) it deems appropriate in order to carry out its responsibilities.

Unless otherwise restricted by the Company's Certificate of Incorporation or Bylaws, the laws of the State of Delaware or other applicable law, meetings of the Committee may be held telephonically or by any means of communications by which all persons participating in the meeting can hear each other. In addition, unless otherwise restricted by the Company's constitutive documents or applicable law, the Committee may act by unanimous written consent in lieu of a meeting.

Frequency of Meetings

The Committee shall meet periodically as circumstances dictate, but not less than twice a year, and at such other times as the Chairman shall require. The Chairman of the Board or any member of the Committee may call meetings of the Committee.

Proceedings at Meetings

A majority of the members of the Committee shall constitute a quorum for the transaction of business, unless the Committee shall consist of two members, in which case one member shall constitute a quorum, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

Notice of Meetings

Unless otherwise restricted by the Company's Certificate of Incorporation or Bylaws, the laws of the State of Delaware or other applicable law, the Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings.

V. RESPONSIBILITIES AND DUTIES

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee may also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee, in discharging its oversight role, is authorized by the Board to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

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 and the Company's constitutive documents.

It is expected that the Committee will:

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of nominees for election as directors to serve on the Board.
2. Subject to paragraph 14 below, identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the nominees for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include: (a) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought and an ability to work collegially; and (b) all other factors the Committee considers appropriate, which may include age, diversity of background, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, relevant technical skills, relevant business or government acumen, financial and accounting background, technology background, executive compensation background and the size, composition and combined expertise of the existing Board. The Committee should monitor the mix of specific experience, qualifications and skills of its directors in order to ensure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure. The Committee also may consider the extent to which the candidate would fill a present need on the Board.
3. Review and make recommendations to the full Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term limits or age limits, as well as the performance of such directors.
4. In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board, if applicable, the class of directors in which the director-nominee should serve and in accordance with any applicable provisions of the Company's constitutive documents.
5. Evaluate candidates for nomination for election to the Board, including those recommended by stockholders on a substantially similar basis as it considers other nominees. The Committee may adopt such procedures for the submission of recommendations as it deems appropriate.
6. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board.

7. Consider questions of independence and possible conflicts of interest of members of the Board and senior management and other activities of members of the Board and senior management that could interfere with such individuals' duties to the Company.
8. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
9. Oversee evaluations of the Board and any evaluations conducted by any committee of the Board.
10. Oversee the orientation of newly elected Directors and any continuing education requirements for the Board as set forth in the Corporate Governance Guidelines.

Committee Selection, Composition and Evaluation

11. Recommend members of the Board to serve on the committees of the Board, including the chairperson of each committee, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
12. Establish, monitor and recommend the purpose, structure and functions of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.
13. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board.

Implementation of Provisions of Stockholders Agreement

14. To the extent there is a stockholders or investors' agreement to which the Company is a party (as such may be amended from time to time), governing the composition of the Company's Board, the Committee shall act appropriately to nominate individuals to serve as directors of the Board, to fill vacancies on the Board and to comply with such other matters as may be specified in such agreement, in each case, in accordance with such stockholders agreement.

Corporate Governance

15. Review the adequacy of the Certificate of Incorporation and Bylaws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the Certificate of Incorporation and Bylaws.
16. Develop and recommend to the Board a set of corporate governance principles to be included in the Company's Corporate Governance Guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to recommend to the Board changes to the Company's Corporate Governance Guidelines in light of such developments as may be appropriate.
17. Review policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
18. Review significant stockholder relations issues, corporate political or charitable contributions and environmental and corporate social responsibility matters. Such oversight shall include oversight over the Company's policies, programs and strategies related to environmental stewardship, responsible investment, corporate citizenship, human rights, human capital management and other social and public matters of significance to the Company.

Continuity / Succession Planning Process

19. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the Chief Executive Officer and other senior management positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

Reports

20. Report regularly to the Board including:
 - (i) following meetings and written consents of the Committee; and
 - (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.

21. Maintain minutes or other records of meetings and activities of the Committee.

VI. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall periodically review the adequacy of this Charter and recommend to the Board any proposed changes to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

The Committee shall make available its Charter for inspection at the registered office of the Company and on the Company's website.

Effective Date: [●], 2025