

# **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF SHF HOLDINGS, INC.**

**Approved: November 5, 2025**

## **Membership**

The Nominating and Corporate Governance Committee (the "**Committee**") of the board of directors (the "**Board**") of SHF Holdings, Inc. (the "**Company**") shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the Nasdaq's corporate governance listing standards.

The members of the Committee shall be appointed by the Board. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

## **Purpose**

The purpose of the Committee is to:

- Carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, including Review the qualifications of and recommend to the Board proposed nominees for election to the Board;
- Develop and maintain the Company's corporate governance policies and any related matters required by the federal securities laws;
- Exercise general oversight with respect to the governance of the Board;
- Appraise the framework for assessment of Board performance and the Board self-evaluation; and
- Oversee reputational and conduct risks related to the Board and the Company.

## **Meetings**

- The Committee shall meet as often as it determines is appropriate, but not less frequently than three times per annum. The Committee Chair shall preside at all meetings of the Committee and shall set the agenda.
- The Committee may ask any officer or employee of the Company to attend the meeting of the Committee or for such persons to meet with any members of, or advisors to, the Committee.
- The Committee has authority to retain advisers when it deems appropriate, including approval of fees and terms of retention, without

the prior permission of the Board or management, and shall be provided the necessary resources for such purposes.

- The Committee shall report periodically to the Board, generally at the next regularly scheduled Board meeting following a Committee meeting, on actions taken and significant matters reviewed by the Committee.

### **Duties and Responsibilities**

The Committee shall have the following authority and responsibilities:

- To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "**Director Criteria**").]
- To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders;
- To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board;
- To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its articles of incorporation and by-laws;
- To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation;
- To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually;
- If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board;
- To develop and recommend to the Board for approval a Company policy for the review and approval of related party transactions and to review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis in accordance with the Company's related party transaction approval policy;

- To develop and recommend to the Board for approval director independence standards in conformance with the Nasdaq listing rules;
- To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable;
- To develop and recommend to the Board for approval a Company Code of Ethics and Business Conduct (the "**Code**"), to monitor compliance with the Company's Code, to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board;
- To develop and recommend to the Board for approval a CEO succession plan (the "**Succession Plan**"), to review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to and any candidates for succession under the Succession Plan; and
- To review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's governing documents, and evaluate and recommend to the Board whether such resignation should be accepted.

### **Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

### **Performance Evaluation**

The Corporate Governance & Nominating Committee will review, at least annually, the committee's charter and recommend any proposed changes to the Board for approval. The Committee shall prepare, and report to the Board the results of, an annual performance evaluation of the committee, which shall compare the performance of the committee with the requirements of this charter.