

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
OF
GRAPHJET TECHNOLOGY**

Adopted: [February 28], 2024

The responsibilities and powers of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Graphjet Technology (the “*Company*”), as delegated by the Board, are set forth in this charter (this “*Charter*”).

I. PURPOSE

The primary purposes of the Committee are to (A) (i) identify individuals qualified to serve on the Board, consistent with criteria approved by the Board, (ii) recommend that the Board approve a slate of director nominees for election by the shareholders of the Company at the annual meeting of the shareholders of the Company and (iii) recommend director nominees in the event of a vacancy on the Board, (B) (i) develop and recommend to the Board a set of corporate governance policies and principles to be applicable to the Company and (ii) periodically re-evaluate such policies and guidelines for the purpose of recommending amendments to them if appropriate, (C) oversee an annual evaluation of the Board, each of the committees of the Board, and management of the Company, (D) review certain related party transactions and procedures for evaluating and approving such transactions, (E) (i) review the stock ownership guidelines applicable to each of the directors, the Chief Executive Officer and each other individual identified as an executive officer of the Company, (ii) determine compliance with such guidelines at least annually, (iii) review such guidelines annually, and (iv) recommend any necessary changes to the Board, and (F) perform such other duties and responsibilities as may be delegated to it from time to time by the Board.

II. COMMITTEE COMPOSITION

The Committee will consist of three or more members. The members of the Committee shall be appointed by and serve at the discretion of the Board. Each member of the Committee must meet the independence requirements and standards established from time to time by the U.S. Securities and Exchange Commission (the “*SEC*”) and any securities exchange on which the Company’s securities are listed or quoted for trading, in each case as amended from time to time.

The Board shall designate one member of the Committee as its chairperson, *provided*, that if the Board does not so designate a chairperson, the members of the Committee, by majority vote, may designate a chairperson.

A Committee member may resign by delivering his or her written resignation to the chairman of the Board, or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified. The Board shall have the power at any time to fill vacancies in the Committee, subject to such new member(s) satisfying the above requirements.

III. MEETINGS AND PROCEDURES

The Committee will set its own schedule of meetings and will meet at least two times each year, with the option of holding additional meetings at such times as it deems necessary or appropriate. Meetings of the Committee shall be called by a majority of the members of the Committee upon such notice as is provided for in the Company’s bylaws with respect to meetings of the Board. A majority of

the Committee members shall constitute a quorum. Once a quorum has been established at a meeting, the subsequent withdrawal of members of the Committee so as to reduce the number of members of the Committee present at the meeting below the amount required for a quorum shall not affect the validity of the actions taken at the meeting or an adjournment of the meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members of the Committee present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Committee.

If any member of the Committee has a personal interest in the Related Party Transaction (as defined herein) to be reviewed, such member shall abstain from the discussion and consideration of such transaction.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

A. Nominating Function

At least annually, the Committee shall review with the Board the appropriate experience, skills and characteristics required of Board members. The full Board shall remain responsible for selecting nominees and recommending them for election by the shareholders of the Company. The Committee is responsible for developing and implementing the screening process necessary to identify qualified candidates. As a part of its screening process, the Committee shall:

1. evaluate the qualifications of candidates for the Board, in light of the criteria approved by the Board which are as set forth in the Company's corporate governance guidelines;
2. evaluate a candidate's independence from the Company's management and other principal service providers and the effect of any relationships that might impair independence, e.g., business, financial or family relationships with the Company's management or other service providers; and
3. consider candidates proposed by management of the Company, by directors, or by shareholders, in accordance with procedures established by the Committee from time to time.

The Committee may determine, from time to time, the advisability of retaining any search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board. The Committee has the sole authority to retain, at the Company's expense, and terminate any such search firm or consultant, including sole authority to approve the fees to be paid to such firm or consultant and all other retention terms.

On an annual basis, the Committee shall evaluate and make recommendations to the Board concerning the size, structure and composition of the Board and its committees. The Committee shall provide to the full Board the results of its evaluation, together with the Committee's recommendation as to committee membership during the upcoming year, with any recommended changes to such

membership to be considered by the Board. In the event of a vacancy on any of the committees of the Board, the Committee shall provide its recommendation regarding a replacement committee member to the full Board.

B. Corporate Governance Function

The Committee shall oversee and administer the Company's corporate governance guidelines, review these guidelines at least once a year, and recommend any changes to the Board.

The Committee shall, from time to time, review the governance structures and procedures of the Company and suggest improvements thereto to the full Board. Such improvements, if adopted by the full Board, shall be incorporated into the corporate governance guidelines. Additionally, the Committee shall monitor and advise as to the compliance by the Board and management with the Company's corporate governance guidelines.

The Committee shall conduct and provide the Board with an annual review of this Charter and the charters of the other committees of the Board and recommend any proposed changes to any such charters to the Board for approval.

C. Annual Evaluation Function

The Committee shall conduct an annual self-evaluation of the Committee under this Charter to ensure that it is functioning properly and otherwise carrying out its responsibilities. The Committee shall conduct this self-evaluation in such manner as it deems appropriate and shall present the results of such self-evaluation to the Board. Additionally, the Committee shall oversee an annual evaluation of the Board, each of the other committees of the Board and management.

D. Related Party Transactions

General

The Board has designated to the Committee the authority to review and approve Related Party Transactions. For purposes of this Charter, a "**Related Party Transaction**" is a transaction, arrangement or relationship that would require disclosure pursuant to Item 404 of Regulation S-K, or any other transaction between the Company and any other person where the parties' relationship is not arms'-length including, without limitation, any transaction between the Company and (i) any director or executive officer of the Company; (ii) any nominee for election as a director; (iii) any holder of Company securities owning more than 5% of any class of Company stock and (iv) any member of the immediate family of any of the foregoing; provided, however, that the Committee does not need to review and approve compensatory arrangements between the Company and its directors or executive officers if (i) such arrangements are reported pursuant to Item 402 of Regulation S-K or (ii) in the case of arrangements that are not reported because the executive officer is not a named executive officer as defined in Item 402(a)(3) of Regulation S-K, such arrangements are reviewed and approved by the Company's Compensation Committee. Related Party Transactions also includes any material amendment or modification to an existing Related Party Transaction.

Identification, Oversight, and Reporting

The Committee shall oversee the implementation of a system for identifying, monitoring, measuring, controlling, and reporting Related Party Transactions. In doing so, the Committee shall:

- i. on an ongoing basis, evaluate existing relationships between and among the Company and other businesses and counterparties to ensure that all related parties are continuously identified, potential Related Party Transactions are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured;
- ii. as necessary, review each approved Related Party Transaction on a periodic basis throughout the duration of the transaction to ensure that the transaction remains in, or is not inconsistent with, the best interests of the Company and its shareholders. The Committee may, in its discretion, engage outside counsel to review certain Related Party Transactions; and
- iii. ensure the accuracy and appropriateness of descriptions of the Company's Related Party Transactions and policies on conflicts of interest or potential conflicts of interest, as required by the rules and regulations of the SEC and/or any securities exchange on which the Company's shares are listed.

Approval

The Committee shall evaluate all Related Party Transactions to ensure that they are transacted on an arm's length basis and in a manner that is fair to the Company, that no corporate or business resources of the Company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions.

In evaluating Related Party Transactions, the Committee may take into account the following:

- i. the related party's relationship to the Company and interest in the transaction;
- ii. the material facts of the proposed Related Party Transaction, including the proposed aggregate value of such transaction;
- iii. the benefits to the Company of the proposed Related Party Transaction;
- iv. the availability of other sources of comparable products or services; and
- v. an assessment of whether the proposed Related Party Transaction is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances.

Upon approval by the Committee of a Related Party Transaction, the chairperson of the Committee shall report such approval to the full Board.

E. Other Responsibilities

The Committee shall also have the following authority and responsibilities:

- To develop and recommend to the Board for approval a succession plan for the Company's Chief Executive Officer and other senior executive officers (the "***Succession Plan***"), review the Succession Plan periodically with the Company's Chief Executive Officer, develop and evaluate potential candidates for Chief Executive Officer and other

senior executive officer positions, and recommend to the Board any changes to and any candidates for succession under the Succession Plan.

- To develop and recommend to the Board for approval a policy on Company political contributions and lobbying expenses, to receive and review an annual report on the Company's political contributions and lobbying expenses, and to review the policy periodically and recommend to the Board any changes to the policy based on the most recent report.
- To review proposals submitted by Company shareholders for inclusion in the Company's proxy materials and recommend to the Board appropriate action.
- To oversee the Company's engagement efforts with shareholders and other key stakeholders, including proxy advisory firms and non-governmental organizations.

F. Other Activities

The Committee shall perform any other activities consistent with this charter, the Charter, the Bylaws and governing law as the Board deems appropriate. The Committee shall regularly report to the Board regarding the status and disposition of any of the matters contained herein.

V. ENGAGEMENT OF ADVISORS

The Committee shall have the resources and authority necessary to carry out its duties, including the authority to engage independent counsel and other advisors. The Committee shall also have the authority to cause the Company to provide such funding as it determines is appropriate for the payment of compensation to the independent counsel and any other advisor employed or engaged by the Committee and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.