



EquipmentShare.com Inc
Nominating and Corporate Governance Committee Charter

Adopted as of January 8, 2026

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of EquipmentShare.com Inc (the “**Company**”) shall be appointed by the Board to perform the duties and responsibilities set forth in this Nominating and Corporate Governance Committee Charter (the “**Charter**”).

1. Purpose

The general purpose of the Committee is to:

- 1.1. review and evaluate the size, composition, function and duties of the Board consistent with its needs;
- 1.2. recommend criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria, including the consideration of nominees submitted by shareholders;
- 1.3. recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- 1.4. recommend directors for appointment to Board committees;
- 1.5. make recommendations to the Board as to determinations of director independence;
- 1.6. oversee the evaluation of the Board and its committees; and
- 1.7. develop and recommend to the Board the Corporate Governance Guidelines (the “**Guidelines**”) and Code of Business Conduct and Ethics (the “**Code**”) for the Company and oversee compliance with such Guidelines and Code.

2. Membership

- 2.1. The Committee shall consist of at least three members. The Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur.
- 2.2. Committee members shall be appointed by the Board based on recommendations from the Committee and may be removed by the Board at any time with or without cause.
- 2.3. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death.
- 2.4. Resignation or removal of a Committee member from the Board for any reasons shall automatically constitute resignation or removal, as applicable, from the Committee.
- 2.5. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

3. Responsibilities

The principal responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company’s management and its independent advisors and auditors. In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is directly responsible for the following matters:

3.1. Board Composition

- a. The Committee shall oversee searches for and identify qualified individuals for membership on the Board.
- b. The Committee shall recommend to the Board criteria for Board and committee membership and shall recommend individuals for membership on the Board and its committees. In making its recommendations, the Committee shall:
 - i. review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or Nasdaq rules for committee membership purposes);
 - ii. in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
 - iii. periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
 - iv. consider rotation of committee members and committee chairs, as appropriate; and
 - v. consider any other factors that are set forth in the Guidelines or are deemed appropriate by the Committee or the Board.
- c. The Committee shall recommend to the Board nominees to fill vacancies and newly created directorships on the Board and nominees to stand for election as director.
- d. The Committee shall periodically review the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in the membership, structure, composition or mandate of the committees, and the creation or dissolution of committees.
- e. The Committee shall recommend to the Board the members to serve as the chairpersons of the committees of the Board.
- f. The Committee shall recommend the removal of directors from the Board or any committee for cause or for other appropriate reasons including considering matters relating to any action to be taken with respect to the removal from the Board or any committee.

3.2. Director Compensation and Continuing Education

- a. The Committee shall review and approve compensation (including equity-based compensation) for the Company's directors. In so reviewing and approving director compensation, the Committee shall:
 - i. identify corporate goals and objectives relevant to director compensation and
 - ii. evaluate the performance of the Board in light of such goals and objectives and set director compensation, including any long-term incentive component, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company.
- b. The Committee shall oversee an orientation and continuing education program for directors meeting the requirements set forth in the Guidelines.

3.3. Corporate Governance

- a. The Committee shall develop and recommend to the Board the Guidelines and Code. At least annually, the Committee shall review and assess the adequacy of the Guidelines and Code and recommend any proposed changes to the Board.
- b. The Committee shall fulfill all of its responsibilities assigned to it in the Guidelines.
- c. The Committee shall oversee compliance with the Guidelines and Code and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Guidelines or the Code for the Company's directors, executive officers and other officers, and shall make a recommendation to the Board with respect to such request for a waiver.
- d. The Committee shall review, assess the adequacy of, and propose changes to the Board, as needed, the Company's certificate of formation, bylaws and other corporate governance policies.
- e. The Committee shall review emerging corporate governance trends and practices and recommend changes to the Company's corporate governance practices to the Board.
- f. The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.
- g. The Committee shall review and discuss with management disclosure of the Company's corporate governance practices to be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

3.4. Reporting to the Board

- a. The Committee shall report regularly to the Board. This report shall include a review of any matters that the Committee deems appropriate or is requested to include by the Board.
- b. The Committee shall, at least annually, evaluate its own performance and report to the Board on such evaluation.
- c. The Committee shall, at least annually, lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- d. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- e. The Committee shall carry out such other duties or responsibilities as may be delegated to it or otherwise requested by the Board from time to time.

4. Authority and Delegations

- 4.1. The Committee shall have the authority to retain or obtain the advice of search firms, compensation consultants, legal counsel or other advisors and may request any officer or employee of the Company or the Company's advisors to meet with any members of the Committee or its advisors.
- 4.2. The Committee shall set the compensation and retention terms and oversee the work of any advisors retained by the Committee.
- 4.3. The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of:
 - a. reasonable compensation to any advisors employed by the Committee; and
 - b. ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- 4.4. The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

5. Meetings

- 5.1. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than quarterly. The Chair of the Committee shall preside at each meeting and, in the absence of the Chair, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.
- 5.2. At all meetings of the Committee, a majority of the entire Committee shall be necessary and sufficient to constitute a quorum for the transaction of business.
- 5.3. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.
- 5.4. The Committee may also act by unanimous written consent as provided in the Company's bylaws or applicable Texas law.
- 5.5. The Committee may meet in person or by telephone or video conference.
- 5.6. The Committee shall keep minutes of each meeting of the Committee.
- 5.7. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.