

# MONTANA TECHNOLOGIES CORPORATION

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the board of directors (the “*Board*”) of Montana Technologies Corporation, a Delaware corporation (the “*Company*”), is to identify individuals qualified to become members of the Board consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of Corporate Governance Guidelines, and to oversee the evaluation of the Board.

### II. Composition

The Committee must consist of at least two (2) directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, 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. Unless a chair of the Committee (a “*Chair*”) is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

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 Nominees.* The Committee will identify individuals qualified to become members of the Board and 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 also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

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. *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.

6. *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.

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

8. *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.

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

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

11. *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 responsibilities to a subcommittee of the Committee.