



## CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

(AS OF DECEMBER 17, 2025)

---

### I. Purpose.

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Teads Holding Co. (the “**Company**”) is to provide assistance to the Board in fulfilling its responsibility to manage Board nominations and composition and other responsibilities for the Board and Board committees in accordance with the Company’s Corporate Governance Guidelines. This Committee Charter (this “**Charter**”) sets out the authority for the Committee to carry out the responsibilities established for it by the Board as articulated in this Charter.

### II. Structure.

#### A. *Membership*

The Committee shall consist of at least two (2) members of the Board. All members of the Committee shall satisfy the independence requirements of the Nasdaq Stock Market (“**Nasdaq**”) as applicable to Committee members, as in effect from time to time, and when and as required by Nasdaq. The members of the Committee shall be appointed by and serve at the discretion of the Board. The Chair of the Committee shall be designated by the Board, provided that if it does not do so, the Committee members shall elect the Chair of the Committee by vote of a majority of the full Committee.

#### B. *Rules of Procedure*

1. The Committee may determine its own rules of procedure with respect to the call, place, time and frequency of its meetings. In the absence of such rules, the Committee will meet at the call of its Chair, as appropriate to accomplish the purposes of the Committee, and the Committee must hold at least one (1) meeting each calendar year. The Chair of the Committee, in consultation with senior management, should develop the Committee’s agenda. Each member of the Committee is free to suggest the inclusion of items on the agenda and to raise at any meeting subjects that are not on the agenda.
2. Notice of meetings of the Committee shall be given as provided in the bylaws of the Company.
3. A quorum for the Committee shall be a majority of its members.

C. *Minutes and Reports*

Minutes of each meeting of the Committee and resolutions relating to any action(s) taken by the Committee by unanimous written consent shall be made available to each director of the Company and the Secretary of the Company promptly after each such meeting or action, as the case may be. The Committee shall report to the Board from time to time and when requested by the Board.

**III. Matters Relating to the Board of Directors.**

A. The Committee will identify, evaluate and recommend candidates qualified to become Board members or nominees for Board membership consistent with criteria approved by the Board. In consultation with Company senior management, the Committee will review the qualifications of director candidates for the Board from all sources received. In fulfilling that responsibility, the Committee may review biographical data from potential candidates, request information from candidates, request Company management to solicit recommendations from other directors, or review information from any other source provided, and, if the Committee deems it appropriate, interview candidates who are not currently directors or members of the Board or senior management.

B. The Committee, in consultation with Company senior management, may develop guidelines for the composition of the Board. It may include in those guidelines recommendations concerning:

1. Ideal size;
2. The mix of inside/outside directors;
3. Variety of backgrounds;
4. Industry experience and other skills;
5. Avoidance of actual or potential conflicts of interest;
6. Independence, as defined by the SEC and Nasdaq, and any other relevant legal or regulatory requirements; and
7. The scope of geographic representation.

C. The Committee periodically will review with the Board the appropriate skills and characteristics required of Board members in the context of the then current membership of the Board.

D. The Committee will annually review the independence of Board members to ensure compliance with Nasdaq, SEC and any other relevant legal or regulatory requirements.

E. When vacancies on the Board occur between the Company's annual meetings of stockholders, the Committee will consult with Company senior management and consider the size of the Board to determine if a replacement is then appropriate and make a recommendation to the Board.

F. The Committee may develop and maintain a pool of qualified candidates for the Board, especially for unplanned vacancies. Nominations will be sought from the entire Board and the Company's senior management. The Committee will review director nominations in consultation with the Chair of the Board. The Committee may, in its discretion and at the Company's expense, select and retain a consultant or search firm to identify and screen potential director candidates and approve such consultant or search firm's fees.

G. The Committee annually will review and assess the Board's performance (assisted by outside consultants if the Committee so desires) and review its findings with the Board in accordance with the Company's Corporate Governance Guidelines.

H. The Committee annually will recommend to the Board for nomination the slate of director candidates to be proposed for election by the stockholders at the Company's annual meeting of stockholders or a special meeting of stockholders or by the Board in the case of directors who are elected to fill vacancies in accordance with the Company's bylaws.

I. The Committee annually will consult with each incumbent director whose term expires at the next annual meeting of stockholders to determine if the director desires to seek reelection and to determine if each such incumbent should be nominated for reelection.

J. From time to time as deemed appropriate, the Committee will review the Company's Corporate Governance Guidelines, including compliance therewith, and may from time to time recommend amendments thereto to the Board.

K. The Committee periodically will review the Company's amended and restated certificate of incorporation and amended and restated bylaws then in effect and make recommendations to the Board with respect to any amendments deemed necessary or appropriate.

#### **IV. Committees.**

On an annual basis, the Committee will review each committee of the Board, taking into consideration each committee's structure, size and composition rules, as well as each committee's performance according to its chartered mandate. The Committee will recommend changes to the composition of the various committees as necessary or appropriate. The Committee will further consider and recommend to the Board, as necessary or appropriate, the establishment of new committees or the combination or disbandment of existing committees, consistent with legal and other obligations, and the evolution of the Company.

#### **V. Corporate Sustainability Matters Oversight.**

The Committee will oversee and monitor the Company's strategy, policies, commitments and initiatives with respect to corporate sustainability matters. The various committees of the Board, as well as the full Board, oversee corporate sustainability matters associated with their respective areas of responsibility. For example, oversight of a range of human capital management activities is the responsibility of the Compensation and Human Capital Management Committee. Oversight of the Company's information technology risk and cybersecurity is the responsibility of the Audit Committee.

#### **VI. Responsibilities of the Committee.**

The Committee, through its Chair, will present the Committee's recommendations to the Board for the Board's consideration and periodically review with the Board the Committee's own activities and determinations pursuant to Section IX of this Charter below.

#### **VII. Resolutions and Written Consents.**

All proposed resolutions will be discussed and voted upon at Committee meetings or adopted by unanimous written consent of the Committee.

**VIII. Additional Authority.**

The Committee shall have the authority, at its discretion, to call upon the Chair of the Board to provide internal assistance from officers and other employees of the Company as may be appropriate to fulfill the Committee's duties and responsibilities hereunder.

**IX. Performance Review and Charter.**

The Committee shall review this Charter periodically and recommend any changes to the Board. The Committee shall conduct an annual evaluation of its performance in carrying out its responsibilities hereunder.

**X. Disclosure of Charter.**

This Charter shall be made available on the Company's website and to any stockholder who otherwise requests a copy.