

# STANDARD PREMIUM FINANCE HOLDINGS, INC.

## NOMINATING COMMITTEE CHARTER

April 25, 2022

### Organization

There shall be a standing committee of the Board of Directors to be known as the Nominating Committee (the "Committee"). The membership of the Committee shall be comprised of at least two members of the Board of Directors, each of whom is independent as defined by the corporate governance rules of the NASDAQ Stock Market. The Board of Directors shall annually designate the members of the Committee. The Board of Directors may appoint one of the members of the Committee to serve as the Committee Chair. If the Committee Chair is absent from a meeting, another member of the Committee will act as Chair.

### Purposes, Duties and Responsibilities

The principal purposes of the Committee are to identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to select the director nominees of the Board to stand for election at each annual meeting of stockholders.

In furthering its objectives, the Committee shall:

1. Develop, and recommend to the Board for adoption, qualifications for members of the Board and its committees and criteria for their selection, and periodically review such qualifications and criteria and recommend for adoption by the Board changes which the Committee determines advisable;
2. Identify, review the qualifications of, and interview potential candidates to fill Board positions, including potential candidates recommended by stockholders;
3. Review the suitability for continued service as a director of each Board member prior to the expiration of his or her term;
4. Select the nominees of the Board to stand for election at each annual meeting of stockholders; and
5. Promptly report to the Board the results of its meetings and actions.
6. Develop and recommend policies and procedures relating to corporate governance, including the processes and procedures of the Board, and monitor such policies, processes and procedures when established.

## **Annual Review of Charter**

Not less than annually, the Committee shall review this Charter and recommend to the Board any changes it deems advisable. At any time, the Board of Directors acting on its initiative may amend this Charter, consistent with the rules of the Securities and Exchange Commission and the NASDAQ Stock Market. Only the Board of Directors may amend this Charter.

## **Meetings and Report to the Board of Directors**

A majority of the Committee members shall constitute a quorum for the transaction of business. Members may attend a meeting of the Committee by conference telephone. The action of a majority of those present at a meeting at which a quorum is present shall be the action of the Committee. The Committee shall meet as frequently as circumstances require, but at least once annually prior to the preparation of the proxy materials to be sent to the Company's stockholders in connection with the annual meeting of stockholders. The Committee shall keep a record of its actions and proceedings, and the Committee Chair shall report on the meetings of the Committee to the Board of Directors at the next Board meeting following a Committee meeting. The Committee may form and delegate authority to subcommittees when appropriate.

## **Retention of Outside Advisors**

The Committee shall have the authority to retain, at the Company's expense, special legal, accounting, search firms or other consultants to advise the Committee and to assist it in conducting any investigations deemed necessary by the Committee. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Approved by the Board of Directors

Standard Premium Finance Holdings, Inc.  
April 25, 2022