NEUTRON HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Approved by the Board of Directors
May 13, 2026

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Neutron Holdings, Inc. (the "***Company***") is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to review, evaluate and recommend changes to the Company's corporate governance framework and to oversee the evaluation of the Board.

II. Composition

The Committee will consist of at least two directors, each of whom must satisfy the independence requirements of The Nasdaq Stock Market LLC ("***Nasdaq***"), subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

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 has sole authority to retain 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.

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, and the Company's bylaws.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that its membership consists of persons who contribute to the mix of experience, backgrounds, qualifications and skills of the Board. 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. *Director Independence*. The Committee will annually evaluate and present to the Board the Committee's determination as to the independence of each director and director candidate under applicable Securities and Exchange Commission (the "***SEC***") and Nasdaq rules, and any other guidelines for independence established by the Company.

4. *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 (including the Committee) consistent with applicable Nasdaq and SEC rules.

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 the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. *Compliance and Conflicts of Interest*. The Committee will monitor compliance with the Corporate Governance Guidelines and the Company's conflicts of interest policies, including but not limited to the applicable provisions under the Company's Global Code of Business Conduct, the Related Person Transaction Policy, and the Corporate Governance Guidelines, in each case as it relates to directors.

7. *Waivers*. The Committee will review and make recommendations to the Board regarding requests for waivers of the Company's corporate governance policies, practices and procedures.

8. *Director Changes in Position or Circumstances.* The Committee will review any notification by a director of such director's 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.

9. *Director Orientation and Continuing Education*. The Committee shall oversee the Company's director orientation and continuing education programs, including making recommendations for continuing education of Board members.

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

11. *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.

12. *Environmental and Social Matters*. The Committee will periodically review, and provide oversight with respect to, the Company's strategy, initiatives, policies and risks concerning environmental and social matters.

13. *Succession Planning*. The Committee will oversee the Company's succession planning for the Chief Executive Officer and other executive officer roles.

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

15. *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.

16. *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 is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.