

MOBIX LABS, INC.

CHARTER OF THE NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

ORGANIZATION AND MEMBERSHIP

This charter governs the operations of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Mobix Labs, Inc. (the “Company”). The Committee shall be appointed by the Board and shall be comprised of at least two directors. Each member of the Committee shall meet the independence and qualification requirements as set forth by the Securities and Exchange Commission (“SEC”) and in the Nasdaq Stock Market Rules (“Nasdaq”), subject to any Nasdaq exceptions and any additional requirements that the Board deems appropriate. In fulfilling its responsibilities, the Committee may delegate its responsibilities to a subcommittee consisting of members of the Committee and, to the extent not expressly reserved to the Committee by the Board or by applicable law, rule or regulation, to any other committee or consisting entirely of directors who meet the independence requirements of Nasdaq and the rules and regulations of the SEC.

STATEMENT OF POLICY

The Committee shall assist the Board with respect to identifying and evaluating individuals qualified to serve as directors of the Company, consistent with criteria established by the Board and to select individuals so qualified as director nominees at each annual meeting of Company stockholders; to nominate individuals to fill vacancies on the Board which may occur between annual meetings of Company stockholders; to recommend individual Board members for designation as members of committees of the Board; to advise the Board with respect to the Board’s composition, compensation, procedures and committees; to oversee the evaluation of the Board.

Chair

Unless a chairperson (the “Chair”) is elected by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. Each meeting will be presided over by the Chair or, in the event that the Chair is not present at a meeting, the Committee members present at such meeting shall designate one of the Committee members as the acting chair of the meeting.

Meetings

The Committee shall meet periodically and special meetings may be called when circumstances require. The Committee may meet in person, by telephone or video conference call. The Chair of the Board, a majority of the members of the Committee, or the Secretary of the Company may call meetings of the Committee. The Committee shall record and keep minutes of all Committee meetings. The Committee’s policies and procedures shall remain flexible, but consistent with the Bylaws of the Company and this Charter. The Committee may meet in

executive session, without management present, on any matter it deems appropriate, at its discretion.

Quorum and Voting

A majority of the Committee's members will constitute a quorum. At any meeting of the Committee, the decision of a majority of the members present and voting will be determinative as to any matter submitted to a vote. The Committee may also act by unanimous written consent, which may be provided electronically.

Report to the Board

The Committee will report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

RESPONSIBILITIES AND DUTIES

The following shall be the principal duties of the Committee in carrying out its responsibilities. The duties are set forth as a guide with the understanding that the Committee may supplement or alter the duties as appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best handle changing conditions.

The Committee shall:

Board Candidates and Nominees

- Establish procedures for evaluating the suitability of potential director nominees proposed by management or shareholders.
- Review qualifications of candidates for Board membership, including the nominees recommended by stockholders and identify individuals qualified to become Board members, consistent with criteria established by the Board from time to time.
- Select the director nominees for election by the stockholders or appointment by the Board, as the case may be and select individuals to fill vacancies on the Board which occur between annual meetings of stockholders of the Company, in each case pursuant to the Bylaws of the Company, which selections shall be consistent with the Board's criteria for selecting new directors. Such criteria include the possession of such knowledge, experience, skills, diversity and expertise so as to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation, Nasdaq listing standards or the Company's Bylaws.
- Review the suitability for continued service as a director of each Board member when their term expires and when they has a significant change in status, including but not limited to

an employment change and to determine whether or not the director should be re-nominated.

- Review the suitability for continued service as a director in light of each director's performance evaluation, as well as a suitability review, in connection with each current director's nomination recommendation.

Board Composition and Procedures

- Review the composition of the Board and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills and expertise required for the Board as a whole and contains at least the minimum number of Independent Directors required by Nasdaq.
- Make recommendations on the frequency and structure of Board meetings.
- If required by the rules of the national exchange on which the Company's stock is listed for the Company's present reporting status, oversee the annual disclosure of the current year and immediately prior year diversity statistics to be included in the Company's Board Diversity Matrix and review with the Board and recommend, if necessary, any measures or additional disclosures required under Nasdaq listing standards.

Board Committees

- Make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a committee, including the Committee and recommend individual directors fill any vacancy that might occur on a committee, including the Committee.
- Monitor committee structure and operations (including authority to delegate to subcommittees) and to make recommendations for any changes, including the creation and elimination of committees.
- Review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships and report any recommendations to the Board.
- Review from time to time the selection, duties responsibilities and compensation of the Lead Independent Director (if applicable) and report any recommendations to the Board.
- Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall not be exclusive and shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

Corporate Governance

- In conjunction with the Compensation Committee, contribute to the development of executive succession plans.
- Develop and periodically review an appropriate orientation and continuing education program for Board members.
- Consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.

Evaluation of the Board

- Be responsible for overseeing the evaluation of the Board as a whole. Such responsibility shall include responsibility for implementing and overseeing a process for the Board to perform a self-evaluation of its performance on at least an annual basis. The Committee shall establish procedures to allow it to exercise these oversight functions.

Director Compensation

- Periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director. Changes to director compensation will be proposed to the full Board for consideration.

Outside Advisers

- Have the authority, in its sole discretion, to retain special legal, accounting, financial or other consultants to advise the Committee in executing its duties, including retaining and terminating any search firm to identify director candidates and approve such firm's fees and other retention terms. The Company provides for appropriate funding for payment of compensation to any such consultant, counsel or other adviser. The Committee may select, or receive advice from, a consultant, legal counsel, or other adviser only after taking into consideration the factors prescribed by Nasdaq rules. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Human Resources

- Assist with Board oversight of the Company's culture and strategies relating to human capital management.

Review Nominating Committee Charter

- Review and reassess this charter at least annually and recommend any changes to the Board for approval.

Self-Evaluation

- On at least an annual basis, conduct a self-evaluation of the Committee's performance.

Adopted December 21, 2023