

Nominating and Corporate Governance Committee

Terms of reference

Approved by the Board 19th July 2024,

This Nominating and Corporate Governance Committee Terms of Reference (TOR) has been adopted by the Board of Directors ("Board") of Rezolve AI Limited ("Company") and sets forth the purpose, composition, authority, and responsibility of the Nominating and Corporate Governance Committee ("Committee") of the Board.

1. Membership

1.1 Members of the Committee shall be appointed by the Board.

1.2 The Committee shall comprise at least 3 directors. A majority of the members of the committee shall be independent non-executive directors.

1.3 The Committee Chairman will either be the Chairman of the Board or an Independent Non-Executive Director. The Chairman of the Board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.

1.4 Only members of the Committee have the right to attend committee meetings. However, other individuals, such as the Head of Human Resources or external advisors may be invited to attend all or part of a meeting, as and when appropriate and necessary.

1.5 The company secretary or his/her nominee shall act as the secretary of the committee.

2. Meetings

2.1 The quorum necessary for the transaction of business shall be two.

2.2 The committee shall meet at least twice a year and otherwise as required. Meetings should be held physically or by telephone.

2.3 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairman.

2.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other non-executive directors, no later than three working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

2.5 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

2.6 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Minutes of all meetings shall be included in the Board papers for a subsequent meeting. The chairman of the nominations committee shall report to the full Board on the proceedings of the committee.

3. Duties

The committee should carry out the duties below for the parent company, major subsidiary undertakings, and the group as a whole, as appropriate. The Committee Shall:

3.1 Regularly review the structure, size, and composition (including the skills, knowledge, experience, and diversity) of the board and make recommendations to the Board with regards any changes.

3.2 Consider succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future.

3.3 Nominate candidates for approval of the board to fill board vacancies as and when they arise and make recommendations as to the membership of the Audit and Compensation committees; these recommendations made in consultation with the respective chair of those committees.

3.4 Review the determination of “Independent” non-executive Directors.

3.5 Oversee the effective governance of the Board and its committees and, on an annual basis, approve the terms of reference of the Board Committees and the matters reserved to the Board.

3.6 Supervision of the induction process for new directors and the on-going training and development of all Board members.

3.8 Reviewing external governance developments likely to impact the operation of the board and its committees.

4. Administration

4.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

4.2 The Committee shall give due consideration to statutory, regulatory or governance codes.

4.3 The Committee is authorized by the Board to seek any information it requires from any employee of the company in order to perform its duties and to obtain any legal or professional advice at the company's expense.