



## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

(adopted on August 26, 2024)

### **PURPOSE**

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Venu Holding Corporation (the “Company”) are to: (i) identify and recommend individuals to the Board for nomination, election or appointment as members of the Board and its committees and related matters, consistent with criteria approved by the Board; (ii) oversee the evaluation of the Board and management; (iii) review the Company’s policies and programs that relate to matters of corporate responsibility; (iv) assist the Board in assessing and evaluating matters of Board structure and leadership; and (v) review and advise the Board on corporate governance matters generally including providing relevant input regarding any related matters required by the Delaware corporate laws, the U.S. federal securities laws and the listing standards and rules and standards of the NYSE American Stock Exchange (“NYSE American”) or any other national securities exchange upon which the Company’s common stock may be listed. The Committee has the authority to undertake the specific duties and responsibilities listed below and has the authority to undertake such other specific duties as the Board from time to time may prescribe.

### **ORGANIZATION AND COMPOSITION**

The members of the Committee are appointed by, and serve at the pleasure of, the Board. The Committee will consist of at least two members of the Board. Each Committee member shall satisfy the independence requirements of NYSE American and any rules or regulations promulgated by the Securities and Exchange Commission (the “SEC”) applicable to Committee members as in effect from time to time (including Section 804 of the NYSE American Company Guide), or otherwise qualify for an exemption existing under NYSE American corporate governance standards (including those set forth in Section 804 and Section 809 of the NYSE American Company Guide). The Committee will have the authority to select, engage, retain and terminate any independent legal, accounting and/or other advisers, including search firms, as it determines necessary to carry out its duties. The Committee will have the exclusive authority to approve related fees and retention terms, and the Company will provide the Committee with adequate funding to allow the Committee to perform its duties under this Charter, including in connection with the retention and compensation of any such advisers.

The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibility with full access to all books, records, facilities and personnel of the Company.

## **RESPONSIBILITIES AND AUTHORITY**

The responsibilities and authority of the Committee include:

1. Developing and recommending to the Board those qualifications, qualities, skills, requisite experience and expertise, and other criteria required to serve on the Board;
2. Exercising its independent judgment to identify, evaluate and recommend to the Board and the Company's stockholders nominees for election to the Board, in accordance with the requirements established by the SEC and the NYSE American and with the Board's general criteria for directors set forth in the Company's corporate governance standards and policies as in effect from time to time;
3. If a vacancy on the Board and/or any Board committee occurs, identifying potential candidates and making recommendations to the Board regarding the selection, election and approval, as applicable, of candidates to fill such vacancy, either by election by stockholders or appointment by the Board;
4. Considering stockholder nominees for election to the Board in accordance with applicable law and the procedures set forth in the Company's organizational documents;
5. Establishing criteria and conducting searches for potential Board members with the desired qualifications and expertise;
6. Developing and overseeing a Board performance evaluation process and evaluating at least annually the performance and effectiveness of the Board;
7. Evaluating and, if deemed necessary, making recommendations on the removal of any Board member, for cause or for other appropriate reason;
8. Evaluating the current size, composition and organization of the Board and its committees, determining future requirements and making recommendations to the Board for approval;
9. Overseeing and implementing, as necessary, director on-boarding and continuing education programs, including compliance with any applicable director continuing education requirements;
10. Developing and recommending to the Board for approval director independence standards in addition to those expressly required by NYSE American;
11. Developing and recommending to the Board the appropriate changes to the Company's Code of Conduct (or other similar code then in effect) applicable to directors, officers and employee that address the subjects required by the NYSE American and rules promulgated by the SEC;
12. Reviewing issues and developments related to corporate governance matters and identifying and bringing to the attention of the Board current and emerging corporate governance issues and developments that may affect the business operations, performance or public image of the Company and advising the Board on such matters;
13. Evaluating at least annually the adequacy of the Company's corporate governance structure, code of ethics, and related policies and procedures in light of: (i) applicable regulatory requirements; (ii) issues and developments relating to corporate governance; and (iii) the performance of management, the Board and each Board committee relating to corporate governance;

14. Reviewing the Committee's own charter, structure and processes at least annually and recommend any proposed changes to the Board for approval; and
15. Carrying out the duties and responsibilities assigned to the Committee by the Board, to the extent permitted by law and the Company's Bylaws.

## **MEETINGS AND OPERATIONS**

The Chairperson will determine how often the Committee meets. However, the Board expects that the Committee will meet at least once per year. The Chairperson, in consultation with the other members of the Committee, also will schedule the Committee meetings and establish the agenda for each meeting. The Chairperson will designate a secretary for each meeting, who need not be a member of the Committee.

The Committee will be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

## **REPORTS**

The Chairperson will periodically report to the Board on the Committee's deliberations and actions. The minutes of Committee meetings and actions by the unanimous written consent of the Committee members will be made available to all Board members.

## **ANNUAL PERFORMANCE EVALUATION**

The Committee will conduct and review with the Board an annual performance evaluation that (i) assesses the Committee's performance relative to the purpose, duties and responsibilities of the Committee outlined in this Charter and in accordance with the rules set forth in the NYSE American Company Guide, and (ii) establishes the Committee's goals and objectives for the following year. The Committee may conduct this annual performance evaluation in the manner deemed appropriate by the Committee in its business judgment.

## **COMPENSATION**

Members of the Committee shall receive such fees, if any, for their service as Committee members, as may be determined by the Board. Such fees may include retainers or per-meeting fees and shall be paid in such form of consideration as is determined by the Board in accordance with the applicable rules of the NYSE American and the SEC.

## **DELEGATION OF AUTHORITY**

The Committee may, to the extent permitted under applicable law, the rules of the NYSE American and the SEC, and the Company's Articles of Incorporation and Bylaws, form and delegate authority to subcommittees when appropriate.

## **RENUMBERING; CONSTRUCTION**

Any reference in this Charter to a section, rule or other provision of the NYSE American Company Guide or a securities law that is renumbered should be construed as referring to such section, rule or other provision as renumbered.