

Tevogen Bio Holdings Inc.

Nominating and Corporate Governance Committee Charter

Effective February 14, 2024

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Tevogen Bio Holdings Inc. (the “Company”) shall be as follows:

1. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board for selection director nominees for each annual meeting of the Company’s stockholders and otherwise when necessary;
2. Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company and appropriate amendments thereto;
3. Oversee, and advise the Board with respect to, the Company’s corporate governance matters, including Board and committee structure and composition and the Company’s corporate governance policies and practices; and
4. Oversee the evaluation of the Board, its committees, and the Company’s management.

Membership

The Committee will be composed of not less than two directors (each, a “member”), each of whom must be a member of the Board. The members shall be appointed by the Board upon the recommendation of the Committee and shall serve for such term or terms as the Board may determine, unless removed by the Board, subject, in each case, to the Company’s Certificate of Incorporation. Each member must be “independent” in accordance with the standards for independent directors under the rules of The Nasdaq Stock Market LLC (“Nasdaq”) and any other applicable regulatory requirement.

Duties and Responsibilities

The responsibilities of the Committee shall include, consistent with and subject to applicable law, regulations, and Nasdaq rules (“applicable law”), the following:

1. Develop and recommend to the Board for its approval general criteria and qualifications for director candidates within the context of current and future needs, including to ensure appropriate succession in the light of vacancies, including character, ability to exercise sound judgment, demonstrated leadership, skills, experience, tenure, education, independence, and diversity with respect to any attribute(s) the Board considers appropriate, including for example diversity of viewpoints, experience, race, ethnicity, gender identity, LGBTQ+ identity, age, and background, and other characteristics, including in light of any applicable law or regulation regarding composition of the Board, and periodically review these criteria with the Board. The criteria shall reflect the Board’s commitment to actively develop a diverse pool of individuals from which director nominees may be selected, including as may be required under applicable law or regulation.
2. Identify, and recommend to the Board for selection, director nominees for election or re-election at the Company’s annual meeting of stockholders in each fiscal year and to fill vacancies and newly created directorships. In making recommendations, the Committee shall consider (a) among other matters, nominees’ independence, skills, experience, and other characteristics, including diversity, in the context of the current and future needs and composition of the Board, and, as to any incumbent director, such director’s performance and level of participation on the Board, (b) whether candidates have the qualities of integrity, judgment, acumen, and the time and ability to make a constructive contribution to the Board, and (c) the Board’s criteria for director nominees, Nasdaq rules, and the Company’s Corporate Governance Guidelines.
3. On at least an annual basis, and whenever an individual is considered by the Committee for election as a director, conduct an analysis of each current or prospective director’s eligibility to be classified

as “independent” under the Company’s Corporate Governance Guidelines, any applicable statutes and regulations, and any other independence requirements that may be established by the Board. The Committee will in turn make a recommendation regarding each individual’s independence to the full Board.

4. (a) Monitor, review, and evaluate any change of circumstances or actual or potential conflict of interest relating to any director that may affect the independence of the director and (b) advise the Board as to the Committee’s findings and recommendations relating to the independence and continued service of any such director and, on an ongoing basis, any other issues pertaining to the independence of the Company’s directors.
5. Evaluate and recommend removal from the Board of individual directors, if applicable, in accordance with the Company’s organizational documents, Corporate Governance Guidelines, and applicable law, for cause or other appropriate reasons.
6. On an annual basis or in connection with a Board or committee vacancy, review and make recommendations to the Board concerning (a) the size, structure, composition, and operations of the Board and each of its committees, and (b) directors to serve as members and chairpersons of each committee of the Board, including with respect to determining whether continued service on the Board or committee is appropriate.
7. Oversee planning for anticipated vacancies on the Board and the timing thereof, including vacancies due to directors’ plans for retirement or expected changes in status.
8. Evaluate (a)(i) individuals nominated, or recommended for nomination, by stockholders for election to the Board and (ii) proposals submitted by stockholders for consideration at the Company’s annual meeting (in each case, to the extent in accordance with applicable law and the Company’s organizational documents) and (b) recommend appropriate action to the Board in accordance with the Corporate Governance Guidelines and applicable law.
9. Oversee the Company’s corporate governance programs, policies, and practices, review issues and developments in legislation, regulation, public policy, and related trends that may pertain to the Company’s corporate governance, corporate social responsibility, and related matters and evaluate best practices. Identify and bring to the attention of the Board pertinent current and emerging corporate governance trends.
10. Periodically review and approve, or recommend to the Board for approval, as applicable, changes to the documents and policies relating to the Company’s corporate governance, including its Certificate of Incorporation and the Bylaws of the Company (the “Bylaws”). In addition to the foregoing:
 - develop and recommend to the Board for approval the Company’s Corporate Governance Guidelines and/or amendments thereto and, at least annually, review and submit any recommended changes to the Board; and
 - periodically review and approve, or recommend to the Board for approval, changes to the Company’s Code of Business Conduct and Ethics and other policies with respect to legal compliance, conflicts of interest and ethical conduct.
11. Assist the Board in overseeing, and periodically review and discuss with each of management and the Board, any Company goals and activities relating to environmental, social, and governance (ESG) matters and the external reporting thereof and, to the extent the Committee deems appropriate, develop and approve, or recommend to the Board for approval, guidelines relating to those matters and/or amendments thereto.
12. Assist the Board in overseeing management’s development and application of its approach for the assessment and management of strategic, operational, regulatory, information, external, and other significant risks in the business of the Company. The Committee will be responsible for periodically communicating with the other committees of the Board with regard to their current risk oversight activities. The Committee will not have responsibility for oversight of risk assessment and management matters that are subject to the jurisdiction of another committee of the Board pursuant to that committee’s charter.

13. Develop and recommend to the Board for approval a CEO succession plan (the “Succession Plan”). Review the Succession Plan periodically with CEO, develop and evaluate potential candidates for CEO, and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.
14. Oversee and administer the annual Board and committee evaluation process, including an evaluation of the performance of the Board, committees of the Board, and individual directors, and consider and review with the Board feedback received and the structure of the evaluation process.
15. Review any director resignation letter tendered in accordance with the Company’s director resignation policy, and evaluate and recommend to the Board whether such resignation should be accepted.
16. Oversee orientation and training of newly elected directors and coordinate continuing education of all directors.
17. Perform other functions as required by applicable law or the Company’s organizational documents or as may be assigned by the Board from time to time.

Structure and Operations

1. Meetings and Procedures. The Committee shall meet at least annually, and as often and at the intervals as it deems appropriate to carry out its duties and responsibilities under this Charter. The Chair of the Board, any member of the Committee, or the Secretary of the Company may call meetings of the Committee. Unless otherwise specified by the Board in the resolution designating the Committee or fixed by the Committee consistent with such resolution and the Bylaws, the Committee shall be governed by the same procedures regarding meetings (including meetings in person or by telephone, web, or video conference or other similar modes of communication), action without meetings, notice, waiver of notice, and quorum and voting requirements as the Board. The Committee may request that any officer or employee of the Company or the Company’s outside counsel attend a Committee meeting or meet with any members of, or consultants to, the Committee. The Committee shall maintain written minutes of its meetings, reflecting matters considered and actions taken, which will be filed with the minutes of the Board.
2. Chairperson. The Chairperson of the Committee shall be designated by the Board upon the recommendation of the Committee, excluding the initial Chairperson of the Committee. The Chairperson shall be responsible for leadership of the Committee, including presiding (when present) at all meetings of the Committee. If the Chairperson is not present at a meeting of the Committee, the members present at the meeting shall designate one member as the acting Chair for that meeting.
3. Delegation of Authority. The Committee may delegate its authority to a subcommittee composed solely of one or more members of the Committee as the Committee may deem appropriate, to the extent permitted by applicable law, the Bylaws and any applicable resolutions of the Board.
4. Advisors and Resources. The Committee shall have the sole right and authority at any time to engage (or terminate the engagement of), and approve the fees and other retention terms of, any search firm or consultant used to identify director candidates. The Committee shall also have the right to engage and obtain advice, reports, or opinions from internal and external counsel and other advisors, in each case as it may deem necessary or appropriate to carry out its duties, without obtaining approval from, or consulting in advance with, the Company’s management. The Company shall provide appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for the compensation of any search firms or consultants or other advisors that the Committee chooses to engage.
5. Reporting to the Board. The Committee shall regularly report to the Board regarding matters reviewed and actions taken by the Committee and make appropriate recommendations for action by the Board.
6. Annual Evaluation. The Committee shall, on at least an annual basis, review the (a) adequacy of this Charter and the structure, processes, and membership requirements of the Committee and (b) the performance of its duties. The Committee shall submit to the Board any recommended changes to this Charter or the Committee.