

## TEN HOLDINGS, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Board of Directors (the “Board”) of TEN Holdings, Inc. (the “Company”) hereby sets forth the authority and responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) as described below, subject to amendment by the Board from time to time.

#### **Statement of Purpose**

The purpose of the Committee is to (i) review and recommend a set of corporate governance principles applicable to the Company (the “Corporate Governance Guidelines”); (ii) identify individuals qualified to become directors; (iii) serve as the Company’s nominating committee to recommend a slate of director nominees to be proposed by the Board to the stockholders (and recommend any director nominees to be elected by the Board to fill interim vacancies); (iv) recommend directors for membership on Board committees; and (v) oversee an annual evaluation of the Board. If a director believes that a significant issue exists that involves corporate governance at the Company, that director should promptly bring such issue directly to the attention of the Committee. Absent unusual circumstances, discussion with the Committee should occur prior to raising the matter with other directors or members of management.

#### **Organization**

The Committee will be comprised of two or more directors as determined by the Board and each such committee member will satisfy the listing requirements of The NASDAQ Stock Market (regardless of whether shares of the Company’s common stock are listed on that exchange). Each member of the Committee must meet the requirements of the definition of “Independent Director” under Rule 5605(a)(2) of the NASDAQ Stock Market Rules and the requirements of Rule 5605(d)(2)(A) of the NASDAQ Stock Market Rules and Rule 10C-1(b)(1) of the rules and regulations under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The Committee may form and delegate authority to subcommittees. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of the members of the Committee who are (a) “non-employee directors” within the meaning of Rule 16b-3 under the Exchange Act, or (b) “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). The Board may remove members of the Committee from such Committee, with or without cause.

#### **Duties and Responsibilities**

The following functions shall be the recurring activities of the Committee in carrying out its responsibilities. The functions are set forth as a guide and may be varied from time to time as appropriate under the circumstances.

1. **Director Qualifications.** The Committee shall determine the qualifications, qualities, skills, and other expertise required to be a director and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director, including: the composition of the Board as a whole, as well as the candidate’s qualification as an

independent director, character, integrity and mature judgment, accomplishments and reputation in the business community, knowledge of the Company's industry or other industries relevant to the Company's business, specific skills such as financial expertise as needed by the Board, inquisitive and objective perspective, commitment and ability to devote time and effort to Board responsibilities, and diversity of viewpoints, experience, gender and ethnic background. The Committee shall periodically review its criteria for Board membership.

2. Director Nominees. The Committee shall be responsible for identifying individuals qualified to become board members, consistent with the foregoing criteria approved by the Board, and selecting, or recommending to the Board for selection, nominees for election as directors. The Committee shall set a process for identifying and evaluating nominees and shall have the sole authority to retain a director search firm.
3. Policy for Stockholder Recommendations. The Committee shall be responsible for establishing a policy under which stockholders may recommend a candidate to the Committee for consideration for nomination as a director.
4. Committee Nominees and Term. The Committee shall recommend to the Board qualified individuals to serve as committee members and committee chairpersons on the various Board committees. The Committee shall review and recommend committee slates annually. The Committee shall make recommendations regarding the term of committee members and the committee chairpersons.
5. Board Composition and Evaluation. The Committee shall recommend criteria for assessment of the performance of the Board as a whole, for each Board committee, and for individual directors. The Committee shall annually review and evaluate the performance, operations, size and composition of the Board and each Board committee.
6. Vacancies. If a vacancy on the Board and/or any Board committee occurs, the Committee shall identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board as permitted by the Company's bylaws.
7. Director Assessment upon Change of Circumstances. The Committee shall review and assess any director who: (a) retires, (b) changes from the principal occupation or principal background association held when such director was originally invited to join the Board, (c) joins any new board of directors of a public company or private company or (d) joins a governmental commission, and in each case shall determine whether it believes that such director's change in circumstances represents a conflict of interest or otherwise inhibits such director's ability to serve the best interest of the Company and its stockholders.
8. Director Education. The Committee shall evaluate the need and, if necessary, create a plan for the orientation and continuing education of directors.
9. Corporate Governance Practices and Procedures. The Committee shall oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the

documents, policies and procedures in the Company's corporate governance framework, including its articles of incorporation and bylaws.

10. Corporate Governance Guidelines. The Committee shall periodically assess and review the Company's Corporate Governance Guidelines and recommend any changes deemed appropriate to the Board for its consideration.
11. Director Independence. As needed in the Committee's judgment, the Committee shall develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair his or her independence.
12. Public Disclosure. The Committee shall review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
13. Compliance. The Committee shall review the Company's compliance with applicable laws and regulations and review and oversee the Company's policies, procedures and programs designed to promote and monitor legal, ethical and regulatory compliance.
14. Code of Business Conduct and Ethics. The Committee shall monitor compliance with the Company's Code of Business Conduct and Ethics and provide oversight with respect to investigations of alleged breaches or violations of the Company's Code of Business Conduct and Ethics and enforcement thereof.
15. Risk Management. Review management's annual risk assessment and the steps management has undertaken to control them.
16. Succession Planning. The Committee shall review management's plans for succession to senior management positions in the Company, including the position of CEO.
17. Generally. The Committee shall review such other matters as the Board or the Committee shall deem appropriate.

## **Procedures and Administration**

1. Meetings. The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate, and shall meet at least once annually and, to the extent practicable, in conjunction with regularly scheduled Board meetings. The Committee shall report regularly to the Board on its activities. The Committee shall fix its own rules of procedure.
2. Quorum. A majority of regular members then serving on the Committee shall constitute a quorum at any meeting of the Committee.
3. Procedure. The Committee is 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.

4. Subcommittees. The Committee shall have the authority to delegate to subcommittees of the Committee any responsibilities of the full Committee.
5. Charter. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
6. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities.
7. Expenses. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
8. Committee Self-Evaluation. The Committee shall review its performance against the requirements of this Charter annually, and shall report to the Board on the results of such evaluation. The Committee's performance evaluation shall be conducted in such manner as the Committee deems appropriate.