INNVENTURE, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(ADOPTED EFFECTIVE AS OF OCTOBER 2, 2024)

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "***Committee***") is to assist the Board of Directors (the "***Board***" or "***Board of Directors***") of Innventure, Inc. (the "***Company***") in establishing corporate governance guidelines for the Company, to oversee the Board's operations and effectiveness and to identify, screen and recommend to the Board qualified candidates to serve as directors of the Company.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of a minimum of two directors designated by the Board, each of whom shall be an "Independent Director" under the rules of the Nasdaq Stock Market ("***Nasdaq***"), or any other stock exchange on which the Company's shares may be listed or traded and applicable law. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

The Board of Directors may appoint one member to be the Chair of the Committee. If the Board fails to appoint a Chair, the members of the Committee shall elect a Chair by majority vote of all members. The Chair will chair all regular sessions of the Committee and set the agenda for Committee meetings.

The members of the Committee shall serve until their earlier resignation, death or removal or until their successors shall be duly elected and qualified. Any member may be removed, with or without cause, by the Board of Directors at any time.

III. COMMITTEE MEETINGS

The Committee shall meet at least two times per year, or more frequently as it deems appropriate and as circumstances dictate. Meetings may take place in person or by teleconference, videoconference or other means of electronic communication permitted under Delaware law. The Chair of the Committee shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Chair of the Committee or a majority of the Committee members may call a meeting of the Committee at any time. Except as otherwise provided by law, the presence of a majority of the then-appointed members of the Committee shall constitute a quorum for the transaction of business, and in every case where a

quorum is present, the affirmative vote of a majority of the members of the Committee present shall be the act of the Committee. The Chair of the Committee shall supervise the conduct of the meetings and shall have other responsibilities, which the Committee may designate from time to time. The Committee may invite management, including management directors, to all or any portion of a meeting of the Committee in its discretion, provided, that, any such management director invited to a meeting of the Committee will recuse him or herself from the meeting in the event that he or she has any actual or apparent conflict of interest. Minutes of each meeting, and written consents to action taken without a meeting, will be prepared by such person as may be designated by the Chair of the Committee and will be circulated to the Board.

IV. RESPONSIBILITIES

The Nominating and Corporate Governance Committee shall:

1. evaluate and make recommendations to the Board concerning the structure, composition and functioning of the Board and all Board committees; and recommend candidates to be appointed to the Company's standing committees;

2. recommend, if determined by the Board to be necessary, to the Board an independent director to serve as "Lead Independent Director" of the Board and, if applicable, periodically review the Lead Independent Director position;

3. periodically evaluate the Company's corporate governance policies and systems in light of the governance risks the Company faces and the adequacy of the Company's policies and procedures designed to address such risks;

4. monitor emerging governance trends and evaluate the adequacy of the Company's policies and procedures to address such risks;

5. review Board meeting procedures, including the appropriateness and adequacy of the information supplied to directors prior to and during Board meetings;

6. adopt a performance review process for the formal evaluation of Board and Board committee performance on a periodic basis;

7. review and recommend, as necessary, retirement policies for directors;

8. review in advance any outside directorships in other public companies held by directors and executive officers of the Company and consider any conflicts, including over-boarding conflicts, in connection therewith;

9. review changes in directors' professional status and make recommendations to the Board regarding the same;

10. make periodic reports and recommendations to the Board within the scope of its functions;

11. recommend to the Board candidates for election or reelection by the Board at each Annual Meeting of Stockholders of the Company;

12. recommend to the Board candidates for election by the Board to fill newly created directorships and vacancies occurring on the Board;

13. consider director nominees that have been nominated by stockholders in compliance with the Company's bylaws, including reviewing the qualifications of, and making recommendations to the Board regarding, director nominations submitted by stockholders;

14. review and discuss with management the Company's engagement with and responsiveness to stockholder votes on governance matters;

15. make recommendations to the Board concerning the selection criteria to be used by the Committee in seeking nominees for election to the Board (such recommendations may be based upon the evaluation of the skills of the present directors and the needs of the Board going forward);

16. aid in attracting qualified candidates to serve on the Board;

17. unless delegated to a different committee by the Board or the Board elects to oversee such activity itself, periodically make reports and recommendations to the Board on succession planning at the Chief Executive Officer (the "CEO") and other executive officer levels, taking into consideration recommendations from the officers of the Company, including the CEO, or other sources;

18. periodically make reports and recommendations to the Board on director succession planning, taking into account the needs of the Company as identified by the Board;

19. identify and oversee continuing education programs for directors and develop and oversee an orientation program for new directors;

20. together with the Board and other committees as the Board sees fit, from time to time, assist the Board in fulfilling its oversight responsibilities relating to corporate responsibility and environmental, social and governance matters;

21. periodically review and recommend to the Board any changes to the documents and policies in the Company's corporate governance framework, including the certificate of incorporation and bylaws of the Company that the Committee considers necessary or valuable;

22. review and investigate any concerns regarding non-financial matters that are reported directly to the Committee from the Ethics and Compliance Hotline or referred by the Audit Committee;

23. at each regular Board meeting, report on the Committee's activities;

24. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with the Charter of the Committee.

25. periodically review and reassess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable; and

26. discharge any other duty or responsibility assigned to the Committee by the Board.

V. RESOURCES AND AUTHORITY

The Board has constituted and established the Committee with authority, responsibility and specific duties as described in this committee charter.

The Committee will have the resources and authority (including funding from the Company) necessary and appropriate to discharge its duties and responsibilities. In discharging its responsibilities, the Committee is empowered to investigate any matter brought to its attention that it determines to be within the scope of authority with full access to all books, records, facilities and personnel of the Company. The Committee has authority to retain and terminate independent counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

VI. DELEGATION

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. However, in delegating authority, it shall not absolve itself from the responsibilities it bears under the terms of this Charter.