THE VAULT HOLDING CORPORATION CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS
(Adopted as of November 11, 2026)

The Board of Directors (the "Board") of The Vault Holding Corporation, an Indiana corporation (the "Company"), has established the Nominating and Corporate Governance Committee of the Board (the "Committee") with the authority, responsibility, and specific duties as described in this Nominating and Corporate Governance Charter (this "Charter").

I. Purpose

The purpose of the Committee shall be to (i) identify, evaluate and recommend nominees for appointment or election as members of the Board and ensure that the Board has the requisite expertise and that the Board's membership consists of persons with sufficiently diverse and independent backgrounds, (ii) review the committee structure of the Board and recommend directors to serve as members or chairs of each committee of the Board, (iii) review and recommend slates of the committees of the Board annually and recommend additional committee members to fill vacancies in such committees as needed, (iv) assist the Board in developing and evaluating potential candidates for executive officer positions and overseeing the development of executive succession plans, (v) develop and recommend a set of corporate governance guidelines applicable to the Company, review such guidelines at least annually and recommend changes to the Board for approval as necessary and (vi) oversee the annual self-evaluations of the Board and its committees.

The Board is committed to a policy of inclusiveness and diversity. The Board believes members of the Board should be persons with diverse skills, expertise, backgrounds and experiences, including, without limitation, in the following areas: management or board experience in a wide variety of enterprises and organizations; finance, capital markets; accounting; legal and regulatory; domestic and foreign operations; and the resources industries.

II. Composition of Committee

The Committee shall be comprised of three or more directors, all of whom shall be "independent directors," as such term is defined in the rules and regulations of the Nasdaq Capital Market (the "NASDAQ") listing standards. Determinations as to whether a particular member of the Board satisfies the requirements for membership on the Committee shall be made by the Board. Members of the Committee shall be appointed annually by the Board and serve at the discretion of the Board until their successors are appointed or their earlier resignation or removal. Any vacancies on the Committee may be filled by the Board after consideration of the recommendation of the Committee.

The Board shall designate one member of the Committee to serve as the chair of the Committee. The Committee may delegate any of its responsibilities to such chair, another Committee member or a subcommittee of the Committee, unless prohibited by law, regulation or the NASDAQ listing standards.

III. Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year.

The Committee will meet periodically in executive session, at the discretion of the Chair or a majority of the Committee, without management of the Company present, unless otherwise determined by the Committee. The Committee may hold meetings by telephone, or other remote communication method, and may take action by unanimous written consent. The Committee may invite to attend any Committee meeting any member of management of the Company or other Company employee, or any outside legal counsel or other advisor to the Company, the Board or the Committee. The Committee will report its activities to the Board on a regular basis and make such recommendations with respect to its responsibilities and other matters as the Committee deems necessary or appropriate.

Except as otherwise provided by this Charter or by applicable laws or regulations, as amended from time to time: (i) a majority of the members of the Committee entitled to vote, either present in person or by means of remote communication, or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the Committee and (ii) all actions of the Committee shall be by affirmative vote of a majority of those members so determined to be present or represented by proxy.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

IV. External Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of outside legal counsel and such other advisors, including director search firms, as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and retention terms, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Committee's outside legal counsel and other advisors. Notwithstanding the foregoing, the Committee shall be under no obligation to implement or follow the advice or recommendations of any outside legal counsel or other advisor and shall at all times exercise its own judgment in fulfilling its duties and responsibilities under this Charter.

V. Duties and Responsibilities

The Committee shall:

1. Review the size, composition and structure of the Board or any committee thereof and make recommendations to the Board regarding changes to the size, composition and structure of the Board or any committee thereof.

2. Identify individuals that the Committee believes are qualified to become members of the Board in accordance with the Nominating Criteria set forth below, and select, or recommend that the Board select, the director nominees either for appointment to the Board, or to stand for election at each

annual meeting of the stockholders of the Company in which members of the Board will be elected.

3. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become members of the Board in accordance with the Nominating Criteria set forth below and recommend such person or persons for appointment to the Board.

4. Identify members of the Board qualified to fill any vacancy on any standing committee of the Board, including chair of such committee, in accordance with the Nominating Criteria set forth below and recommend nominees to the Board for appointment to any such committee, or the chair of any such committee.

5. Assess the performance of incumbent members of the Board, and consider attendance, participation and other relevant factors in determining whether to nominate such directors for reelection.

6. Review and evaluate all stockholder nominees for director of the Company in accordance with the Nominating Criteria set forth below and oversee the procedures for stockholders to submit nominees for director of the Company.

7. Retain, oversee and terminate, in the sole discretion of the Committee, any director search firm, outside legal counsel or other advisors to the Committee as the Committee deems necessary to fulfill its duties and responsibilities under this Charter.

8. Develop and recommend to the Board standards to be applied in making determinations of the types of relationships that constitute material relationships between the Company and a member of the Board for purposes of determining director independence.

9. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, review such guidelines at least once a year and recommend any changes to such guidelines to the Board, and oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the other documents and policies in the Company's corporate governance framework.

10. Review and discuss with management of the Company the disclosure regarding the operations of the Committee and director independence and recommend that this disclosure be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable.

11. Oversee the Company's social and governance efforts and progress.

12. Develop, subject to approval by the Board, and oversee the process for an annual performance evaluation of the Board and its committees.

13. Conduct an annual performance evaluation of the Committee of its duties under this Charter and present the results of such evaluation to the Board.

14. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

15. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board.

VI. Nominating Criteria

In evaluating candidates for nomination to the Board or for nomination to committees of the Board, the Committee shall take into account the applicable requirements for directors or members of committees of board of directors under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (collectively, the "Exchange Act"), the NASDAQ listing standards and the factors and requirements set forth in the charter of the committee, if any. The Committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity and business or other experience. The Committee may, but is not required to, consider candidates suggested by management of the Company or other members of the Board.

VII. Powers of the Committee

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes, engage outside advisors and carry out its duties and responsibilities as set forth in this Charter.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.