STAR EQUITY HOLDINGS, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(As Adopted September 5, 2003,
Revised October 27, 2015, November 7, 2022, November 6, 2023
November 6, 2024, and November 7, 2025)

Statement of Purpose

The Nominating and Governance Committee (the "Committee") shall provide assistance to the Board of Directors (the "Board") of Star Equity Holdings, Inc. (the "Company") in fulfilling its responsibilities by:

1. Developing and maintain the Company's director nomination process and procedures;

2. Identifying individuals qualified to become directors and recommending to the Board candidates for all directorships to be filled by the Board or by the stockholders of the Company;

3. Identifying directors qualified to serve on the committees established by the Board and recommending to the Board members for each committee to be filled by the Board;

4. Identifying directors qualified to serve as Chairman of the Board and recommending to the Board nominees for Chairman of the Board;

5. Developing and recommending to the Board a set of corporate governance principles applicable to the Company, including matters of (i) board organization, membership and function, (ii) committee structure and membership and (iii) succession planning for the Chief Executive Officer of the Company, and recommending to the Board for approval any changes to the corporate governance principles based on best practices;

6. Establishing and overseeing the annual Board and Board committee assessment process;

7. Overseeing compliance with director independence standards as required by The NASDAQ Stock Market LLC ("Nasdaq"); and

8. Otherwise taking a leadership role in shaping the corporate governance of the Company as delegated by the Board from time to time.

Committee Membership and Qualifications

The Committee shall consist of at least three members of the Board, each of whom is determined by the Board to be "independent" in accordance with the rules of Nasdaq.

Appointment and Removal of Committee Members

The members of the Committee shall be appointed by the Board annually or as necessary to fill vacancies upon recommendation of the Committee. Each member shall serve until his or her successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairman

The Chairman of the Committee shall be appointed by the Board upon recommendation of the Committee in consultation with the Chairman of the Board. The Chairman of the Committee will chair all regular sessions of the Committee and, in consultation with the Chairman of the Board, set the agendas for Committee meetings.

Meetings

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. Any member of the Committee may call meetings of the Committee. Telephonic or video conference participation in Committee meetings by members and other participants is permitted. Minutes of each Committee meeting and records of all other Committee actions shall be prepared by a secretary of the meeting designated by the Committee, and shall be retained with the permanent records of the Company.

A majority of the members of the Committee shall constitute a quorum for the transaction of business by the Committee.

The Committee shall meet regularly in executive session, without Company management present. The Committee may invite to its meetings any officer, employee or director of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

Responsibilities and Duties

In furtherance of its purpose, the Committee shall have the following responsibilities and duties:

Selection of Director Candidates to Serve on the Board

1. The Committee shall develop and maintain in accordance with best practices the Company's director nomination process and procedures.

2. The Committee shall establish criteria for selection of potential directors, taking into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge.

3. The Committee shall review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.

4. The Committee shall identify individuals believed to be qualified as candidates to serve on the Board and recommend to the Board candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account the criteria for selection established by the Committee, the Nasdaq requirements relating to the Board diversity and director independence, and the extent to which the candidate would fill a present need on the Board. In addition to other criteria that the Committee may develop from time to time pursuant to this Charter, the Committee has established certain criteria for director candidates that are set forth in Appendix A to this Charter. The Committee will consider persons recommended by stockholders to become nominees for election as directors in accordance with the criteria and procedures set forth in the Company's By-Laws and this Charter. Such recommendations

for consideration by the Committee should be sent to the Corporate Secretary of the Company in writing together with appropriate biographical information concerning each proposed nominee. In fulfilling its responsibilities as outlined above, the Committee shall consult from time to time, as appropriate, with the Chairman of the Board.

5. The Committee shall recommend to the Board standards for determining director independence consistent with the requirements of the Securities and Exchange Commission (the "SEC"), Nasdaq and other applicable guidelines on best practices and shall periodically review such independence standards and recommend such changes in those standards as the Committee determines to be appropriate. The Committee shall review the qualifications and independence of existing Board members on an annual basis and make recommendations to the full Board whether they should stand for re-election.

6. The Committee shall consider and make recommendations to the Board on matters relating to the retirement of Board members, including term limits or mandatory retirement age.

7. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. In that capacity, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

8. The Committee shall periodically review the orientation process for all new directors.

9. At least annually, and as circumstances otherwise dictate, the Committee shall oversee evaluations of the Board, Board Committees, and management.

Committee Selection and Composition

10. The Committee shall recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and, where appropriate, make recommendations regarding the removal of any member of any committee. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chairman of the Board.

11. The Committee shall recommend members of the Board to serve as the Chairman of the committees of the Board. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chairman of the Board.

12. The Committee shall establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each Board committee and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.

13. The Committee shall periodically review the charter and composition of each Board committee and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

Stockholder Proposals

14. The Committee shall review and make recommendations, as the Committee deems appropriate, to the Board regarding stockholder proposals consistent with procedures set forth in the Company's organizational documents and applicable law.

Chairman of the Board

15. The Committee shall recommend to the Board nominees for the position of Chairman of the Board from among the independent directors of the Board.

Corporate Governance

16. The Committee shall consider the adequacy of the certificate of incorporation and By-Laws of the Company and recommend to the Board, as conditions dictate, that it propose amendments to the certificate of incorporation and By-Laws for consideration by the Board and/or the stockholders, as appropriate.

17. The Committee shall develop and recommend to the Board a set of corporate governance principles appropriate for the Company and consistent with the rules and regulations of Nasdaq, the SEC and best practices and shall keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.

18. The Committee shall ensure compliance with director independence standards as required by Nasdaq.

19. The Committee shall periodically review the Company's corporate governance principles and make recommendations for changes as in its judgment are appropriate.

Continuity/Succession

20. The Committee shall oversee and approve the Chief Executive Officer continuity planning process in consultation with the Chairman of the Board. In this regard, the Committee shall review and evaluate the succession plan relating to the Chief Executive Officer and make recommendations to the Board with respect thereto.

Review and Reporting

21. The Committee shall develop and recommend to the Board for its approval an annual self-assessment process of the full Board and its committees. The Committee shall oversee, and communicate to the Board the results of, the annual self-assessment of the Board. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

22. The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its

responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Committee's Chairman or any other member of the Committee designated by the Committee to make such report.

23. The Committee shall maintain minutes or other records of Committee meetings and actions of the Committee.

Studies and Investigations

The Committee shall have the power and authority to conduct or authorize studies and investigations into any matter of interest or concern within the scope of its responsibilities that the Committee deems appropriate, and shall have the authority to retain search firms to identify candidates to serve as directors, independent counsel, consultants or other experts to assist in the conduct of any such study or investigation, including the authority to approve fees payable to such experts and any other terms of retention.

Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

APPENDIX A
CRITERIA FOR DIRECTOR NOMINEES

In making recommendations to the Company's Board of candidates to serve as directors, the Committee will examine each director nominee on a case-by-case basis regardless of who recommended the nominee and take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge. However, the Committees believe the following minimum qualifications must be met by a director nominee to be recommended by the Committee:

1. Each director must display the highest personal and professional ethics, integrity and values.

2. Each director must have the ability to exercise sound business judgment.

3. Each director must be highly accomplished in his or her respective field, with superior credentials and recognition and broad experience at the administrative and/or policymaking level in business, government, education, technology or public interest.

4. Each director must have relevant expertise and experience, and be able to offer advice and guidance to the Chief Executive Officer based on that expertise and experience.

5. Each director must be independent of any particular constituency, be able to represent all stockholders of the Company and be committed to enhancing long-term stockholder value.

6. Each director must have sufficient time available to devote to activities of the Board and to enhance his or her knowledge of the Company's business.

The Committee also believes the following qualities or skills are necessary for one or more directors to possess:

1. At least one director should have the requisite experience and expertise to be designated as an "audit committee financial expert" as defined by applicable rules of the SEC.

2. Directors generally should be active or former chief executive officers of public companies or leaders of major complex organizations, including commercial, scientific, government, educational and other non-profit institutions.

3. Directors should be selected so that the Board is a diverse body, with diversity reflecting age, gender, race and professional experience.