ADVASA HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted: June 24, 2026

1. **Statement of Purpose.** The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Advasa Holdings, Inc. (the "Company") is to (i) review and recommend a set of corporate governance principles applicable to the Company; (ii) identify individuals qualified to become directors of the Company; (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.

2. **Organization**.

    (a) The Committee will be comprised of three or more directors as determined by the Board and each such committee member will satisfy the listing requirements of The Nasdaq Stock Market, LLC (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.

    (a) The Board shall designate a member of the Committee as the Chairperson.

    (b) The Committee may form and delegate authority to subcommittees. The Board may remove members of the Committee from such Committee, with or without cause.

3. **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.

    (a) Director Nominees. The Committee shall be responsible for identifying individuals qualified to become board members of the Company, consistent with 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, shall develop a profile of various attributes that a potential member of the Board should possess in order to contribute effectively to the Board, and shall determine and periodically review its criteria for Board membership. In fulfilling its responsibility to nominate directors, the Committee shall (a) consider diversity of perspectives offered by candidates, (b) consider the Board's mix of skills and expertise for overseeing the Company effectively, and (c)

have the sole authority to retain a director search firm.

(b) 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.

(c) Committee Nominees and Term. The Committee shall recommend to the Board qualified individuals to serve as committee members on the various Board committees. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed. The Committee shall make recommendations regarding the term of committee members and the committee chairperson.

(d) 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.

(e) 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.

(f) Director Education. The Committee shall evaluate the need and, if necessary, create a plan for the orientation and continuing education of directors.

(g) 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. The Committee shall also oversee the Company's stockholder engagement practices, particularly regarding governance matters, and make recommendations to the Board regarding stockholder proposals and other stockholder matters.

(h) Risk Management. Review management's annual risk assessment and the steps management has undertaken to control them. Oversee the Company's management of risks associated with board organization, membership, structure, and corporate governance.

(i) Succession Planning. The Committee shall review management's plans for succession to senior management positions in the Company, including the position of chief executive officer.

(j) Generally. The Committee shall review such other matters as the Board or the Committee shall deem appropriate, including emerging corporate governance trends and best practices.

(k) Subject to Applicable Laws and Rules. The foregoing duties and responsibility of the Committee are subject to the provisions of the Certificate of Incorporation and the Bylaws, subject to the applicable provisions of the Delaware General Corporation Law and other applicable laws, and subject to the rules and regulations of any securities exchange or market which are applicable to the Company at such time.

4. Procedures and Administration.

(a) Meetings. The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate in conjunction with the regularly scheduled Board meetings. The Committee shall report regularly to the Board on its activities. The Committee shall meet in executive session without the presence of management as often as it deems appropriate. Except as set forth herein, the Committee shall fix its own rules of procedure.

(b) Action. A majority of regular members then serving on the Committee shall constitute a quorum. The act of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee. Action may be taken by the Committee (or any subcommittee of the Committee) without a meeting if all of the members of the Committee (or subcommittee) indicate their approval thereof in writing.

(c) Notice. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least seventy-two hours prior to the meeting (provided that participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice).

(d) Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

(e) Independent Advisors. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside 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 its compensation consultants, outside counsel and any other advisors.

(f) Subcommittees. The Committee shall have the authority to delegate to subcommittees of the Committee any responsibilities of the full Committee.

(g) 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.

(h) 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.

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