INTELLIGENT PROTECTION MANAGEMENT CORP.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purposes

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Intelligent Protection Management Corp., a Delaware corporation (the "Company"), determines the qualifications, qualities and skills required to be a director of the Company and evaluates, selects and approves nominees to serve as directors. Among other things, the Committee has direct responsibility to:

1. To identify and recommend to the Board qualified candidates to be nominated for election as directors, consistent with the requirements of the Company, the Company's Director Nomination Policy, if any, and other considerations the Committee deems appropriate;

2. To, as it deems necessary, develop the Company's Corporate Governance Guidelines and Director Nomination Policy for approval by the Board, to review regularly and recommend for Board approval any updates to those documents, as appropriate, and to monitor compliance with the Corporate Governance Guidelines, if any;

3. To oversee the process for evaluations of the Board and its committees; and

4. To otherwise take a leadership role in shaping the corporate governance of the Company.

Committee Membership

Size. The size of the Committee shall be determined by the Board, provided that in no case shall the Committee consist of fewer than three members.

Qualifications. Each member of the Committee must be an "Independent Director", as defined by Nasdaq Listing Rule §5605(a)(2) and as may also be required by any additional independence standards that may be adopted from time to time by the Board.

Appointment and Removal. The Board shall select the Committee members and the Committee Chair from amongst those members. Each Committee member shall serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member. The Board may remove any member from the Committee at any time with or without cause. Any vacancies on the Committee shall be filled by the Board in its discretion.

Committee Chair. The Board may designate a Chair of the Committee (the "Committee Chair"). In the absence of such designation, the Committee may designate a Committee Chair by majority vote of the Committee. From time to time the Committee Chair may establish such rules as are necessary and proper for the conduct of the business of the Committee.

Compensation. Members of the Committee shall receive fees for their service as Committee members as may be determined by the Board in its sole discretion. Members of the Committee may not receive any compensation from the Company except the fees and reimbursements that they receive for service as members of the Board or any committee thereof.

Membership Non-Conformance and Cure. As permitted by Nasdaq Listing Rule §5605(e)(3) or as otherwise deemed appropriate by the Committee, and to the extent permitted by applicable regulations, the membership of the Committee may deviate from the requirements set forth above. In the event of such non-conformance with the above requirements, the Committee will ensure compliance with the requirements set forth in Nasdaq Listing Rule §5605(e)(3), and will further ensure that any action that requires a vote of independent directors will either be delegated to an appropriate subcommittee or referred to another group of Board members who meet the applicable regulatory requirements.

Meetings

The Committee will meet as frequently as necessary to carry out its duties and responsibilities under this charter (the "Charter"). The Committee Chair should, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Any 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 Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its amended and restated bylaws. The Committee Chair will supervise the conduct of the meetings, if present, and will have other responsibilities as the Committee may specify from time to time. If the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. 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 and set forth in the Company's amended and restated bylaws. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will summarize its examinations and recommendations to the Board as may be appropriate.

Committee Duties and Responsibilities

The following responsibilities of the Committee are set forth as a guide to the Committee

with the understanding that the Board or Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws, regulations, and listing standards:

1. Board and Committee Composition. The Committee has the following responsibilities related to Board composition and committees:

    a. Annual Review of Board; Director Selection. Annually, the Committee assesses the size and composition of the Board in light of the operating requirements of the Company and other considerations the Committee deems appropriate. The Committee will present to the Board a list of individuals recommended for nomination as candidates for election as directors by stockholders at the Company's annual meeting.

    b. New Directors. The Committee identifies and recruits new directors. The recruiting process shall be consistent with the Director Nomination Policy, if any. Included in this process is the consideration of stockholder nominees for election to the Board. The Committee will conduct inquiries into the backgrounds and qualifications of potential director candidates as appropriate.

    c. Committee Assignments. The Committee recommends to the Board the assignment of directors to committees of the Board, taking into account director skills and experience, committee needs, and compliance with the requirements of applicable laws, listing standards, and each committee's charter. The Committee will also consider whether to make any recommendation to the Board regarding the periodic rotation of directors among committees of the Board.

    d. Orientation and Education. The Committee oversees the orientation provided to new directors. The Committee shall also oversee continuing education for directors.

    e. Independent Directors. The Committee will monitor compliance with established independence standards by the Board's non-employee directors.

    f. Leadership Structure of the Board. The Committee shall review the leadership structure of the Board. Such review may include consideration of (i) separating the roles of Chief Executive Officer ("CEO") and chair of the Board, (ii) independence of the chair of the Board, (iii) the roles and responsibilities of the chair of each committee of the Board.

2. Development of a Director Nomination Policy. If the Committee deems the adoption of a Director Nomination Policy as necessary and appropriate, the Committee has the authority to develop such a policy for approval by the Board. If adopted, the Committee is responsible for reviewing and recommending for Board approval any updates, as appropriate, to such documents.

3. Stock Ownership Guidelines. The Committee is responsible for administering and applying the stock ownership guidelines, if any, adopted by the Board that are applicable to all non-employee directors.

4. Charter Documents. The Committee reviews proposed changes to the Company's certificate of incorporation and amended and restated bylaws and makes recommendations for any changes to the Board.

5. Developments in Corporate Governance and Oversight of Corporate Governance Policies. The Committee will monitor, and periodically report to the Board, any significant developments in the law and practice of corporate governance and other matters relating to the duties and responsibilities of directors in general. The Committee will periodically assess the Company's corporate governance policies and make recommendations to the Board regarding changes to such policies, as appropriate. Such policies include, but are not limited to, the Insider Trading Policy and the Whistleblower Policy.

6. Board, Committee and Management Evaluations. The Committee oversees the annual self-evaluation of the Board and its committees.

7. Succession Planning. The Committee will oversee the CEO and senior management in the development of executive succession plans and report such plans to the Board at least annually.

8. Annual Review. The Committee will annually review and reassess the adequacy of this Charter. The Committee will annually review the Committee's performance, structure, processes, and membership requirements.

9. Other Responsibilities. The Committee will perform other duties that the Board may from time to time request.

10. Reliance on Others. Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by the members of the Committee on reports or other information provided by others.

The Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisers, to attend a meeting or to meet with any members or representatives of the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence shall not destroy the quorum for the meeting.

Delegation of Duties and Responsibilities

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding provided by the Company, as determined by the Committee, for payment of reasonable compensation to a consultant, legal counsel or other adviser retained by the Committee. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a consultant, legal counsel or other adviser and the sole authority to approve the fees and other retention terms of such consultants, legal counsel and other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultant, legal counsel and other adviser retained by the Committee.

Annual Review

At least annually, the Committee should (i) review and reassess the adequacy of this Charter with the Board and recommend any changes to the Board and (ii) evaluate its own performance against the requirements of this Charter and report the results of this evaluation to the Board. The evaluation will include establishment of the goals and objectives of the Committee for the upcoming year. The Committee will conduct its review and evaluation in such manner as it deems appropriate.

Adopted as of March 2025