



## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**IAC INC.**

**(September 2025)**

### **PURPOSE**

The Nominating and Corporate Governance Committee (the "Committee") of the Company's Board of Directors (the "Board") of IAC Inc. (the "Company") is appointed by the Board to assist the Board by (i) identifying, reviewing and evaluating individuals qualified to become Board members, consistent with criteria approved by the Board, (ii) recommending to the Board the director nominees for the next annual meeting of shareholders and to fill vacancies on the Board as necessary, (iii) overseeing the Company's corporate governance policies and practices, including the development and recommendation of corporate governance principles, director independence standards, Board and committee evaluations, and (iv) related matters to ensure effective functioning of the Board.

### **COMMITTEE MEMBERSHIP**

The Committee shall consist of no fewer than two members, as determined from time to time by resolution of the Board. All members of the Committee shall meet the independence requirements of the Listing Rules adopted by the Nasdaq Stock Market LLC ("Nasdaq"). These membership requirements shall be subject to exemptions and cure periods permitted by the rules of Nasdaq and the U.S. Securities and Exchange Commission (the "SEC"), as in effect from time to time.

The members of the Committee shall be appointed by the Board, and vacancies filled, or members removed by the Board. At the discretion of the Board, one member of the Committee shall be appointed by the Board as its chair (the "Chairperson"). A Committee member may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board.

### **MEETINGS**

The Committee shall meet as often as it determines necessary to carry out its responsibilities. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated, by the members present at the meeting, as the acting chair of the meeting. All meetings of the Committee shall be held pursuant to the Company's By-laws with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved at the immediately following meeting, shall be duly filed in the Company records. The Committee shall report to the Board with respect to its meetings, including without limitation, any issues that arise with respect to the Company.

### **COMMITTEE AUTHORITY AND RESPONSIBILITIES**

In fulfilling its purpose and responsibilities, the Committee shall retain flexibility in its policies and procedures to address changing conditions and varying circumstances. Accordingly, the Committee's activities shall not be limited by this Charter. Subject to the foregoing, the Committee shall have the authority set forth herein to the extent it deems necessary or appropriate.

- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve any search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

- The Committee shall seek individuals qualified to become board members for recommendation to the Board, including evaluating persons suggested by shareholders or others.
- The Committee shall review and recommend to the Board the composition and leadership of Board committees, taking into account the skills, experience, and diversity of backgrounds represented on the Board.
- The Committee shall periodically assess the size and structure of the Board to ensure alignment with Company needs and governance best practices.
- The Committee shall review from time to time and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.
- The Committee shall oversee the Board and committee evaluation processes, including self-assessments.
- The Committee shall review and assess director independence and potential conflicts of interest annually and make recommendations to the Board for a final determination of director independence.
- The Committee shall receive comments from all directors regarding matters with the scope of authority of the Committee.
- The Committee shall monitor developments in corporate governance best practices and regulatory requirements and recommend updates to governance policies and the Company's corporate guidelines accordingly.
- The Committee shall review and oversee shareholder engagement practices relating to governance matters.
- The Committee shall review and make recommendations regarding the Company's sustainability governance, if applicable.
- The Committee may form and delegate authority to subcommittees when appropriate.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- The Committee shall perform any other activities consistent with the Charter, the Company's Bylaws and governing law that the Committee or the Board deems necessary or appropriate.

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