

LYNTRIS INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

General Statement of Purpose

The primary purposes of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**” and each member thereof, a “**Director**”) of Lyntris Inc. (the “**Company**”) are to review and make recommendations to the full Board regarding the structure and composition of the Board and its committees, including identifying qualified Director nominees consistent with criteria approved by the Board, to develop and recommend to the full Board corporate governance guidelines applicable to the Company, and to oversee the evaluation of the Board, its committees, and the Company’s management team.

Composition

The Committee shall consist of three (3) Directors, each of whom shall be determined by the Board to satisfy the independence tests under the New York Stock Exchange (“**NYSE**”) Listed Company Manual, subject to an election by the Company to rely upon any applicable exceptions in the NYSE Listed Company Manual. Each member of the Committee shall be familiar with general corporate governance principles applicable to publicly traded companies (or shall become familiar therewith within a reasonable period of time after his or her appointment to the Committee).

The members of the Committee, and the chairperson of the Committee (the “**Chair**”), shall be appointed by the Board annually, or as vacancies or newly created positions occur, and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Committee.

Meetings

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter (the “**Charter**”), but in no event less than three times per year. To the extent permitted by the Company’s bylaws, as may be adopted and amended by the Board from time to time (the “**Bylaws**”), any Director may participate in a meeting of the Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting, and all matters shall be determined by a vote of a majority of the members present at such meeting. The Committee may also act by unanimous written consent (which may include electronic consent) in lieu of a meeting to the extent permitted by the Bylaws. The Chair, in consultation with the other Committee members and management, may set meeting agendas consistent with this Charter.

Duties and Responsibilities

The Committee shall report regularly to the full Board regarding the duties and responsibilities set forth below, as well as such other duties and responsibilities as the Board may request from time to time. In performing its duties and responsibilities, the Committee shall consult with the Chairman of the Board and the Chief Executive Officer, as appropriate, and may rely on advice and information it receives from management and any experts, advisers, and other professionals whom it may consult.

The Committee shall perform the following duties and responsibilities:

Review of Governance Documents

- Review and assess the adequacy of this Charter annually and recommend to the full Board any amendments or modifications thereto that the Committee deems appropriate. The Charter shall be made available on or through the Company's website.
- Periodically reassess the Company's Corporate Governance Guidelines and Bylaws, and recommend to the full Board any amendments or modifications thereto that the Committee deems appropriate.
- Periodically reassess the Company's Amended and Restated Certificate of Incorporation and recommend to the full Board any amendments or modifications thereto, including the submission of such to stockholders of the Company if required by applicable law.

Annual Performance Evaluation

- Oversee an annual self-evaluation of the Board and its committees, including individual Directors.
- Evaluate its performance annually and report the results to the full Board.

Board Selection and Composition

- Prepare, recommend to the full Board for its approval, and periodically reassess, a list of selection criteria for Board and committee membership, which shall include a description of any specific qualifications that the Committee believes must be met by a Director nominee, and a description of any specific qualities or skills the Committee believes one or more of the Directors should possess.
- Lead the process of identifying qualified Director candidates, when the facts and circumstances warrant, consistent with criteria approved by the Board.
- Recommend to the full Board, based on the Committee's review and evaluation, candidates for nomination or reelection to the Board at the annual meeting of the stockholders or, if applicable, at a special meeting of the stockholders.
- Recommend to the full Board candidates to fill vacancies or newly created directorships that may occur between meetings of the stockholders.¹
- Review and make recommendations to the full Board regarding the composition and

size of the Board and of each committee.

- Recommend to the full Board whether to accept the resignation of a Director tendered in accordance with the Corporate Governance Guidelines.
- Review the Board's committee structure and recommend to the full Board for its approval the Directors to serve as members, and chairpersons, of each committee of the Board.

Governance Oversight

- At least annually, review the Company's corporate governance principles adopted by the Board, and review the Company's public reporting on such topics, including in the Company's proxy statement and annual report on Form 10-K.
- Consider and make appropriate recommendations to the full Board, as applicable, regarding any other corporate governance issues that arise from time to time.

Stockholder Proposals

- Review stockholder proposals received by the Company. For stockholder proposals relating to corporate governance matters recommend to the Board the Company's response to such proposals. For stockholder proposals relating to other matters, coordinate with the applicable Board committee to make a recommendation to the Board regarding the Company's response.

Chairman and Lead Director

- Recommend to the Board one member to serve as Chairman of the Board. In the event that the Chairman of the Board is not independent, the Committee will consider and recommend to the Board an independent director to serve as Lead Director.

Board Committees

- Review from time to time the stated duties and responsibilities of the Board's committees and make recommendations to the Board for any changes thereto, and recommend to the Board from time to time the creation or elimination of any Board committees as the Committee deems necessary or desirable.

Corporate Governance Risks

- Review material corporate governance-related risks and advise the Board, as deemed necessary or appropriate, of such risks.

Director Education

- Oversee that the Company maintains an effective orientation program for new Directors and a continuing education and development program to supplement the skills and needs of the Board in accordance with the Corporate Governance Guidelines of the Company.

Authority

The Committee is authorized, on behalf of the Board, to do any of the following as it deems

necessary or appropriate:

- Establish and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to carry out its responsibilities and exercise its powers except to the extent prohibited under the rules and regulations of the SEC or the NYSE.
- Exercise sole authority to retain and terminate a search firm or firms to assist it in identifying Director candidates, and to approve the terms and fees relating to such search.
- Engage, on whatever terms it approves, advisers (including, but not limited to, legal advisers) to assist it in performing its responsibilities, and determine the compensation or fees payable to such advisers.
- Request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor, or any other professional retained by the Company meet with the Committee or its members or advisers.
- Receive appropriate funding from the Company, as determined by the Board, for use by the Committee in fulfilling its duties as set forth herein.

Modification of Charter

This Charter, including the policies and procedures herein, may be modified at any time by the Board.

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Adopted by the Board of Directors of Lyntris Inc.

Effective as of August 19, 2026.