

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER
OF
ONE NUCLEAR ENERGY INC.**

Adopted: September 2026

The responsibilities and powers of the Nominating and Corporate Governance Committee (the “*Nominating and Corporate Governance Committee*”) of the Board of Directors (the “*Board*”) of ONE Nuclear Energy Inc. (the “*Company*”), as delegated by the Board, are set forth in this charter (this “*Charter*”). Whenever the Nominating and Corporate Governance Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.

I. PURPOSE

The primary purposes of the Nominating and Corporate Governance Committee shall be to:

- identify individuals qualified to become Board members, and recommend to the Board director nominees for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- review the independence of each director and make a recommendation to the Board with respect to each director’s independence;
- develop and recommend to the Board the corporate governance guidelines and review the corporate governance guidelines at least annually;
- recommend directors for appointment to Board committees;
- oversee the evaluation of the Board, and its committees on a continuing basis, including an annual self-evaluation of the performance of the Nominating and Corporate Governance Committee;
- consider the adequacy of the governance structures and policies, including as they relate to our environmental sustainability and governance practices;
- consider director nominees recommended by stockholders; and
- review overall corporate governance and report to the Board on its findings and any recommendations.

II. COMMITTEE MEMBERSHIP

The Nominating and Corporate Governance Committee shall consist of at least two members of the Board. Each member must meet the independence requirements and standards established from time to time by the Securities and Exchange Commission (the “SEC”) and any securities exchange on which the Company’s securities are listed or quoted for trading, in each case as amended from time to time. Determinations as to whether a particular director satisfies the requirements for membership on the Nominating and Corporate Governance Committee shall be made by the Board.

The Board shall elect the members of the Nominating and Corporate Governance Committee as soon as practicable and may make changes from time to time pursuant to the provisions below. The members of the Nominating and Corporate Governance Committee shall serve until their successors are appointed and qualified.

The Nominating and Corporate Governance Committee shall have a chairman (the “Chairman”), elected by the Board or by a majority of the members of the Nominating and Corporate Governance Committee. The Chairman shall be a member of the Nominating and Corporate Governance Committee and, if present, shall preside at each meeting of the Nominating and Corporate Governance Committee. The Chairman shall perform such duties as may from time to time be assigned to the Chairman by the Nominating and Corporate Governance Committee or the Board.

A Nominating and Corporate Governance Committee member may resign by delivering his or her written resignation to the chairman of the Board, or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified. The Board shall have the power at any time to fill vacancies in the Nominating and Corporate Governance Committee, subject to such new member(s) satisfying the above requirements.

III. MEETINGS AND COMMITTEE ACTION

The Nominating and Corporate Governance Committee shall meet at such times as it deems necessary to fulfill its responsibilities, but not less frequently than twice per year. Meetings of the Nominating and Corporate Governance Committee shall be called by a majority of the members of the Nominating and Corporate Governance Committee upon such notice as is provided for in the Company’s charter documents with respect to meetings of the Board. A majority of the Nominating and Corporate Governance Committee members shall constitute a quorum. Actions of the Nominating and Corporate Governance Committee may be taken at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members of the Nominating and Corporate Governance Committee present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall report its minutes from each meeting to the Board.

A majority of the members of the Nominating and Corporate Governance Committee may establish, consistent with the requirements of this Charter, such rules as may from time to time be necessary or appropriate for the conduct of the business of the Nominating and Corporate Governance Committee. At each meeting, a majority of the members of the Nominating and

Corporate Governance Committee shall appoint as secretary a person who may, but need not, be a member of the Nominating and Corporate Governance Committee. A certificate of the secretary of the Nominating and Corporate Governance Committee or minutes of a meeting of the Nominating and Corporate Governance Committee executed by the secretary setting forth the names of the members of the Nominating and Corporate Governance Committee present at the meeting or actions taken by the Nominating and Corporate Governance Committee at the meeting shall be sufficient evidence of the members present at the meeting and the actions taken.

The Nominating and Corporate Governance Committee shall have the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Nominating and Corporate Governance Committee shall have the following authority and responsibilities:

- developing and recommending the qualifications, qualities, skills, and other expertise required to be a director, and developing and recommending to the Board for its approval criteria to be considered in selecting nominees for director (the “*Director Criteria*”);
- identifying, considering, recruiting and recommending individuals qualified to become members of the Board, consistent with the Director Criteria; reviewing any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s corporate governance guidelines and described in the Company’s proxy statement;
- conducting appropriate and necessary inquiries into the backgrounds and qualifications of director candidates;
- making recommendations to the Board regarding nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board;
- identifying and making recommendations to the Board regarding the selection and approval of candidates to fill any vacancy on the Board or any Board committee;
- developing and recommending to the Board for approval standards for determining whether a director has a relationship with the Company that would impair independence, and annually reviewing the independence of the members of the Board and its various committees and making recommendations to the Board as to determinations of director independence;
- developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, reviewing these guidelines at least once a year, and recommending any changes to the Board;

- overseeing the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its certificate of incorporation and bylaws;
- reviewing and discussing with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Nominating and Corporate Governance Committee and other Board committees, director independence and the director nominations process, and recommending that such disclosure be included in the Company's annual report on Form 10-K or proxy statement, as applicable;
- developing, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and overseeing the conduct of such annual evaluation;
- reviewing the Board's committee structure and composition and making recommendations to the Board regarding the appointment of directors to serve as members of each committee and as committee chairpersons annually;
- developing and overseeing a Company orientation program for new directors and a continuing education program for current directors, and periodically reviewing and updating such programs as necessary;
- annually reviewing the Nominating and Corporate Governance Committee's performance and the Charter and recommending to the Board any proposed changes to the Charter;
- periodically reviewing the Company's Code of Conduct and Ethics and recommending any changes to the Board for approval; and
- undertaking all further actions and discharging all further responsibilities imposed upon the Nominating and Corporate Governance Committee from time to time by the Board, the federal securities laws or the rules and regulations of the SEC.

The Nominating and Corporate Governance Committee shall have the authority, in its sole discretion, to retain or obtain the advice and assistance of outside counsel, a search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Nominating and Corporate Governance Committee shall set the compensation and oversee the work of its outside counsel, the search firm and any other advisors. The Nominating and Corporate Governance Committee shall receive appropriate funding from the Company, as determined by the Nominating and Corporate Governance Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its search consultants, outside counsel and any other advisors. The Nominating and Corporate Governance Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company books, records and facilities.