

ASPIRE BIOPHARMA HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
(adopted by the Board of Directors on February 19, 2025)

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Aspire Biopharma Holdings, Inc., a Delaware corporation (the “Company”), shall

1. identify individuals qualified to become members of the Board, consistent with criteria approved by the Board;
2. recommend to the Board for approval director nominees, consistent with the Company’s director qualifications criteria and any obligations under its contractual arrangements;
3. develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
4. oversee the evaluation of the Board and management; and
5. evaluate the Company’s policies and practices on issues relating to diversity, equity, and inclusion (“DEI”), corporate social responsibility, charitable contributions, and other significant public policy issues.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the Company’s corporate governance guidelines, the Nasdaq Stock Market, LLC (“Nasdaq”) and any other applicable regulatory requirements. The members of the Committee shall be appointed by the Board. Members of the Committee may be removed at any time by action of the Board. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company’s Corporate Governance Guidelines and the Nasdaq Stock Market.

III. Meetings

The Committee shall meet at least three times per year, or more frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company’s organizational documents and applicable law. A majority of the members of the Committee will constitute a quorum, and the act of a majority of the quorum will be the act of the Committee. Committee actions may also be taken by unanimous written consent in lieu of a meeting. The

Committee shall maintain minutes of its meetings and make available copies of such minutes to the Board.

IV. Authority and Responsibilities

In addition to other responsibilities that may be assigned from time to time by the Board, the Committee is responsible for the following matters:

Board/Committee Nominees

1. Develop and recommend to the Board for approval the criteria for Board membership, including as to director independence and diversity, and periodically review and, if appropriate, revise these qualifications with the Board.
2. Identify individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board and recommend to the Board the director nominees for the next annual meeting of stockholders or to fill vacancies on the Board. As part of this process, the Committee shall formally review each director's continuation on the Board every year. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems appropriate, including the requirements of the Company's Corporate Governance Guidelines and any other criteria approved by the Board.
3. In accordance with the Company's standards of Director independence and the applicable independence requirements of the Securities and Exchange Commission ("SEC") and Nasdaq listing rules, assess and make recommendations to the full Board with respect to each continuing and prospective Director's independence and qualification to serve on the Board and its Committees.
4. Develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by stockholders of the Company and review the qualifications of such candidates pursuant to these policies and procedures.
5. Review and make recommendations to the Board with respect to the size, composition and organization of the Board and the committees of the Board.
6. Review and make recommendations to the Board with respect to information requirements for meetings of the Board and its committees, executive sessions of non management directors and executive sessions of independent directors.
7. Oversee the annual evaluation of the Board and its committees.

Director Orientation and Continuing Education

1. Develop and maintain the Company's orientation programs for new directors and continuing education programs for directors.

Corporate Governance Matters

1. Develop and recommend to the Board the Corporate Governance Guidelines of the Company and, at least annually, review and assess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board.
2. Review potential conflicts of interest involving Directors and determine whether such Director or Directors may vote on any issue to which there may be a conflict. The Committee shall also determine whether a conflict may reflect on a Director's independence and take steps to address such a conflict.
3. Determine whether to approve a Director's request to join the board of any other public company.
4. Review and discuss as appropriate with management the Company's disclosures relating to director independence, governance, Board diversity and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be included in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.

Succession Planning

1. Develop and recommend to the Board for approval a Chief Executive Officer ("CEO") and executive officer succession plan (the "Succession Plan"), develop and recommend to the Board for approval an interim CEO succession plan in the event of an unexpected occurrence and, as the Committee deems appropriate, to review the Succession Plan from time to time with the CEO and any other executive officers and recommend to the Board for approval any changes to, or candidates for succession under, the Succession Plan.

Public Policy Matters

1. Evaluate the Company's policies and practices on significant issues of corporate social responsibility, including community reinvestment activities and performance.
2. Oversee matters relating to the Company's environmental, social, and governance strategy and reporting, the Company's role as a global corporate citizen and the impact on the Company's employees and stakeholders.
3. Review the Company's policies, practices, and metrics with respect to maintaining a diverse and inclusive workforce at all levels of the organization.
4. Assess material policy developments regarding that apply to the Company's business, as well as trends in the regulated cannabis industry.
5. Review the Company's policies and practices regarding charitable contributions.
6. Review and consider the Company's policies and practices (including expenditures) regarding political activities, including political contributions and direct and indirect lobbying, including approval of any public support for a candidate for public office by the Company or an officer or director acting in their official capacity.

Reporting to the Board

1. Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
2. Review its own performance annually.
3. Report regularly to the Board.
Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems appropriate.

Resources

The Committee shall have the authority, at its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any other advisors (the "Advisors") to assist it in carrying out its duties. The chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisor retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.