



OCTAVE INTELLIGENCE PLC NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Octave Intelligence plc (together with its direct and indirect subsidiaries, the “Company”) shall review this Charter on an annual basis and recommend any proposed changes to the Board for approval.

1. COMPOSITION

The Committee shall be composed of two or more members of the Board who meet the independence requirements under applicable law and listing standards.

The members of the Committee shall be appointed and may be removed by the Board at any time. The Committee’s chairperson shall be designated by the Board or, if not so designated, 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.

2. MEETINGS

The Committee will establish its own schedule of meetings. 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. A majority of the members of the Committee shall constitute a quorum, and the act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company’s articles of association and applicable law. Committee actions may be taken by unanimous written resolution. Written minutes of the Committee meetings shall be maintained.

3. PURPOSE

The Committee’s purpose is to (1) identify and evaluate potential director candidates and recommend to the Board the nominees to be proposed by the Company for election to the Board; (2) develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company; (3) lead the Board in its annual review of the performance of the Board and its committees; (4) recommend the directors to be appointed to each committee to the Board; and (5) review the Company’s policies and programs relating to health, safety and equal employment opportunity matters and environmental, social and governance (ESG) matters.

4. RESPONSIBILITIES

The Committee shall:

- 4.1 Review any policies and make recommendations to the Board, as appropriate, concerning:
 - (i) The size, composition and organization of the Board;
 - (ii) The qualifications and criteria for election to the Board and its committees, including as to director independence and diversity, and procedures for shareowner suggestion or nomination of candidates for the Board;
 - (iii) Retirement from the Board;



- (iv) Share ownership of directors and officers;
 - (v) The conduct of business or other transactions between the Company and any person or entity affiliated with a director; and
 - (vi) The structure and composition of, and membership on, Board committees.
- 4.2 Identify individuals qualified to become directors, evaluate the qualifications of individuals for board membership (including those suggested or nominated by third parties) and recommend to the Board the nominees to be proposed by the Company for election or re-election to the Board and actions with respect to individuals nominated by third parties.
- 4.3 Conduct an annual review of each director's continuation on the Board, including an evaluation of each director's independence.
- 4.4 Oversee and report to the Board regarding the annual evaluation of the Board and its committees.
- 4.5 Review and reassess the adequacy of the Corporate Governance Guidelines and overall governance structure of the Company (such as reviewing the Company's articles of association) and recommend any proposed changes to the Board for approval.
- 4.6 Oversee the Company's orientation program for new directors and continuing education program for incumbent directors.
- 4.7 Review and report to the Board on the Company's policies, practices and disclosures with respect to health, safety and equal employment opportunity matters and environmental, social and governance (ESG) matters, including any corporate social responsibility or sustainability reports.
- 4.8 Periodically review the Company's Code of Business Conduct and recommend any changes to the Board for approval.
- 4.9 Monitor governance trends in the following areas: corporate responsibility, environmental stewardship, and other such matters of significance to the Company and its shareholders as the Committee deems appropriate.
- 4.10 Review shareholders proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.
- 4.11 Report regularly to the Board.
- 4.12 Undertake an annual performance evaluation of the Committee.
- 4.13 Perform any other activities consistent with this Charter, the Company's articles of association, as required under the rules of the national securities exchange on which the Company's shares are listed, the Securities and Exchange Commission or any other applicable regulatory requirements or as the Committee or the Board otherwise deems necessary or appropriate.

5. RESOURCES



Adopted: May 5, 2026

The Committee shall have the authority, at its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any legal or 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 which shall 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.