

Charter for the Nominating and Corporate Governance Committee Of the Board of Directors of Liberated Syndication Inc.

Effective Date: October 17, 2024

MISSION

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) is to assist and support the Board of Directors (the “**Board**”) of Liberated Syndication Inc. (the “**Company**”) with oversight of the following:

- Nominations of candidates for directorship and removal of candidates
- Construction and membership of committees of the Board (including Special Committees)

MEMBERSHIP

The Committee shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the provisions of Rule 10C-1(b)(1) under Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

Each member of the Committee must qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Exchange Act, and as "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as amended.

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee of the Board. The Board may remove any member from the Committee at any time with or without cause.

DUTIES AND RESPONSIBILITIES

The Committee is responsible for ensuring that qualified candidates for directors, and members and chairpersons of Board committees, are presented to the Board, with a view toward enhancing stockholder value over the long term.

The Committee shall have the following duties and responsibilities:

- Consult with other members of the Board, and recommend to the Board candidates for all directorships to be filled by the stockholders or the Board;
- Consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer (the “**CEO**”) and, within the bounds of practicability or as required by law, by any other senior executive officer, any director or any stockholder of the Company.
- Recommend the Board directors to fill seats on committees of the Board and directors to be designated as chairpersons of such committees.
- Recommend removal of directors, subject to compliance with the Company's Articles of Incorporation and Bylaws, as such are amended from time to time and applicable law, when such removal is warranted prior to the expiration of their term of office.
- Develop Board membership criteria, including, without limitation, criteria relating to experience, judgment, skills, diversity, age, and service on other boards.
- Review periodically and, as appropriate, make recommendations to the Board on the following:
 - the size and composition of the Board.
 - the frequency of meetings of the Board.
 - the types and functions of any committees of the Board; and
 - the compensation arrangements of the Company's non-management directors.

- Determine at least annually and report to the Board regarding the independence of directors and eligibility for board committees pursuant to SEC rules.
- Perform such other duties as shall be assigned to the Committee by the Board.

MEETINGS

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. The Committee may meet in person, by telephone or by electronic means at times and places to be determined by the Committee chairperson. The chairperson of the Committee may establish such rules as from time to time may be necessary or appropriate for the conduct of the business of the Committee. The Committee chairperson will maintain minutes of each Committee meeting.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of any consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its consultants, legal counsel or other advisors to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee may retain, or receive advice from, any advisor they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.