



**HORIZON KINETICS HOLDING CORPORATION (the “Company”)
NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER**

Role

The Nominating and Corporate Governance Committee’s (“Committee”) role is to determine the appropriate composition of the board and on that basis recommend a slate of director nominees for election to the Company’s Board of Directors, to identify and recommend candidates to fill vacancies between annual meetings of shareholders, and to review, evaluate, and recommend changes to the Company’s corporate governance framework.

Membership

The membership of the Committee shall consist of at least two directors, each of whom shall meet the independence requirements in accordance with applicable independence standards. The Board appoints the members of the Committee and the chairperson.

The members of the Committee shall be appointed annually by the Board. The Board from time to time may remove members of the Committee and fill any resulting vacancy.

Operations

The Committee shall hold at least one meeting per year and such additional meetings as the Committee shall determine. The Committee will cause to be kept adequate minutes of its proceedings and will report on its actions and activities at the next quarterly meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as apply to the Board (except that a quorum of the Committee shall consist of no fewer than two members).

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has complete authority to retain and terminate outside counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including complete authority to approve their fees and other retention terms. Any communications between the Committee and legal counsel while obtaining legal advice will be privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Responsibilities

The principal responsibilities and functions of the Committee are:

Identification of Potential Board Members. The Committee shall seek and identify individuals qualified to become members of the Board, consistent with its nominating criteria.

Nomination of Director Nominees. The Committee shall consider and nominate nominees for election at each annual meeting of the shareholders of the Company.

Independence and Qualification of Members of the Board. The Committee shall review with the Board at least annually the qualifications of new and existing members of the Board, considering the level of independence of individual members, together with



such other factors as the Board may deem appropriate, including overall skills, financial literacy and experience, to ensure the Company's on-going compliance with the independence and other applicable standards.

Corporate Governance. The Committee shall, at the direction of the Board, consider various corporate governance policies and procedures.

Reports to the Board. The Committee shall make regular reports to the Board.

Nominating and Corporate Governance Committee Charter. The Committee shall review and assess this charter and recommend any proposed changes to the Board for approval.

Other Duties. The Committee also shall perform such additional duties and have such additional responsibilities and functions as the Board from time to time may determine.

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