ZOAR LIMITED

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted on November 18, 2026)

I. PURPOSE

The Nominating and Corporate Governance Committee (the "Committee") is a committee of the board of directors (the "Board") of Zoar Limited (the "Company"). The purpose of the Committee shall be to (1) identify qualified individuals for membership on the Board and recommend to the Board the director nominees for the next annual meeting of shareholders, (2) develop and recommend to the Board a set of corporate governance principles if and when deemed appropriate, (3) lead the Board in its annual review of the Board's performance, (4) review the Company's policies and programs that relate to matters of corporate responsibility and (5) review and advise the Board on corporate governance matters generally, including matters arising under applicable Cayman Islands law, U.S. federal securities laws and the applicable listing standards NYSE American Stock Exchange ("NYSE American").

II. MEMBERSHIP ON THE COMMITTEE

The Committee shall consist solely of directors who satisfy the independence requirements of Section 803 of the NYSE American Company Guide and the requirements applicable to nominating committee membership under Section 804 of that Guide, together with any other applicable independence and qualification requirements of the Securities and Exchange Commission (the "SEC") and applicable law. The Committee shall be comprised of two or more independent directors required to serve on the committee under the NYSE American Company Guide. The Board shall appoint the members of the Committee, and such member will serve at the discretion of the Board, until their successors are appointed and qualified. The Board shall designate one member of the Committee as its chairperson. The Board may remove any member from the Committee at any time, with or without cause. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

III. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

1. Board Review: On an annual basis the Committee shall oversee the annual review of the effectiveness of the directors. The evaluation shall assess the Board's contribution to the Company and identify areas for improvement. The Committee shall also administer an annual reevaluation of each director to determine each director's ongoing ability and suitability to serve on the Board.

2. Criteria for Nomination to the Board: The Committee shall exercise its independent judgment to identify, evaluate and recommend to the Board nominees for election or re-election to the Board. The Committee shall recommend to the Board criteria for the nomination or appointment of directors and the appointment of committee chairpersons and members, together with

recommendations concerning other corporate governance matters, as required by applicable SEC or NYSE American rules or otherwise considered desirable and appropriate. In evaluating candidates, the Committee shall apply the Board's approved criteria and the Company's corporate governance standards and policies as in effect from time to time.

3. Nomination of Directors: The Committee shall annually review with the Board its size, composition and needs, taking into account characteristics such as judgment, experience, expertise, diversity and background, and shall consider and recommend candidates for membership on the Board. The Committee shall recommend the composition of the Board for each annual meeting of shareholders. The Committee shall solicit and receive recommendations and review the qualifications of potential candidates. The Committee shall recommend to the Board candidates for nomination for election as directors at any annual or other general meeting of shareholders at which directors are to be elected, or for appointment to fill vacancies or newly created directorships, in each case in accordance with the Company's memorandum and articles of association and applicable law. When considering an incumbent director for re-election, the Committee shall also consider that director's contributions to the Board, participation in Board and committee activities, and continued suitability for service.

4. Committee Membership Recommendations: The Committee shall recommend to the Board the directors to serve as members of the audit committee, the compensation committee and the nominating and corporate governance committee, and recommend candidates to chair those committees. In making its recommendations, the Committee shall consider applicable membership and independence requirements, the qualifications and experience relevant to each committee's responsibilities, and the allocation of responsibilities among directors. The Committee shall periodically review its recommendations and recommend changes when appropriate, including in connection with vacancies or changes in Board composition.

5. Reports to the Board: The Committee shall report regularly to the Board on its meetings and review with the Board significant issues and concerns that arise at meetings of the Committee.

6. Charter Review: The Committee shall periodically review the adequacy of this charter, and recommend to the Board any modifications or changes for approval by the Board.

7. Committee Review: The Committee shall perform an annual evaluation of its effectiveness.

8. Corporate Governance Policies and Practices: The Committee shall periodically, and at least annually, review the Company's corporate governance guidelines and policies and Code of Business Conduct and Ethics and recommend changes to the Board when appropriate in light of the Company's position, developments in laws and regulations applicable to the Company, and corporate governance trends and practices. The Committee shall oversee compliance with those guidelines and the Code. The Committee shall also oversee compliance by the Board and its committees with applicable laws and regulations, including applicable stock exchange and SEC rules and regulations.

9. Board Self-Evaluation: The Committee shall oversee and lead the Board's self-evaluation of its performance and effectiveness as a whole. The Committee shall establish an appropriate

evaluation process, facilitate the collection and consideration of director feedback, and review the results with the Board. The evaluation shall address matters relevant to the Board's effectiveness, including its composition, conduct of meetings, quality of discussion, access to information and ability to discharge its oversight responsibilities. Based on the results, the Committee shall recommend improvements for the Board's consideration and review progress on measures approved by the Board.

10. Meetings of the Committee: The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, in person or telephonically, and at such times and places as the Committee members determine. The Committee will keep written minutes of its meetings. Meetings of the Committee shall be called by a majority of the members of the Committee upon such notice as is provided for in the Company's memorandum and articles of association with respect to meetings of the Board. A majority of the Committee members shall constitute a quorum. Actions of the Committee may be taken in person at a meeting or in writing without a meeting. At a meeting at which a quorum is present, questions shall be determined by a majority of votes of the Committee members present, subject to the Company's memorandum and articles of association and any applicable regulations imposed by the Board. In the event of an equality of votes, the chairperson shall have a second or casting vote to the extent provided by those Articles and regulations. Actions taken in writing, to be valid, shall be signed by all members of the Committee.

11. Director Resignation Policy: Directors are expected to submit a letter of resignation at the time of retirement from active employment with the Company, or under the following circumstances:

(a) Whenever a director, after election to the Board, becomes employed by or a director of a competitor of the Company.

(b) Whenever the health or physical condition of a director would prevent him or her from satisfactorily fulfilling the responsibilities of the position.

(c) Whenever a change of circumstance affects a director's continuing independence.

A Committee member may resign by delivering his or her written resignation to the chairperson 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 Committee, subject to such new member(s) satisfying any applicable requirements.

12. Advice from internal or external counsel: In performing all of its responsibilities, the Committee shall have the authority to hire and obtain advice, reports or opinions from internal or external counsel and expert advisors, including search firms, and to set the terms and fees for any such counsel and advisors.

13. Scope of Investigation: The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem

appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. DELEGATION OF AUTHORITY

The Committee may, to the extent permitted under applicable law, the rules of the NYSE American and the SEC, and the Company's memorandum and articles of association, form and delegate authority to subcommittees when appropriate.

V. COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members, as may be determined by the compensation committee of the Company. Such fees may include retainers or per-meeting fees and shall be paid in such form of consideration as is determined by the compensation committee in accordance with the applicable rules of the NYSE American and the SEC.