

**COMPOSECURE, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**Effective September 25, 2024**

**I. INTRODUCTION**

The Nominating and Corporate Governance Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of CompoSecure, Inc. (the “*Company*”) to: (i) identify and screen individuals to serve as directors and recommend to the Board qualified candidates for nomination for appointment at the annual meeting or to fill Board vacancies; (ii) develop, recommend to the Board and review the Company’s Corporate Governance Guidelines; ; and (iii) review on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate.

**II. COMMITTEE MEMBERSHIP**

**A. *Composition.*** The Committee shall consist of two or more members of the Board. Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until their earlier resignation or removal from the Committee. Any member may be removed from the Committee by majority vote of the Board, with or without cause, at any time.

**B. *Chair.*** The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Executive Chairman of the Board shall select a temporary substitute to serve as chair of the meeting.

**C. *Independence.*** To the extent required under the rules of the U.S. Securities and Exchange Commission and listing rules of the Nasdaq Stock Market (the “*Nasdaq rules*”) from time to time, including standards specifically applicable to nominating committee members, each member of the Committee shall be an “independent director” as defined under the Nasdaq rules and the Company’s Corporate Governance Guidelines. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

**III. AUTHORITY**

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company and its affiliates, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes.

The Committee shall have the sole discretion to retain or obtain advice from, oversee and terminate any director search or recruitment consultant, legal counsel or other advisor to the Committee and be directly responsible for the appointment, compensation and oversight of any work of such

advisor retained by the Committee, and the Company will provide appropriate funding (as determined by the Committee) for the payment of reasonable compensation to any such advisor.

#### **IV. COMMITTEE MEETINGS**

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee shall establish its own schedule of meetings. In lieu of a meeting, the Committee may act by unanimous written consent of its members. As deemed necessary, the Committee may meet in executive session from time to time with such other persons as the Committee shall determine.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. In accordance with this charter and the Company's bylaws, the Committee shall otherwise conduct its meetings in the manner and in accordance with the procedures it deems appropriate.

#### **V. DELEGATION**

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee comprises solely one or more members of the Committee and such delegation is not otherwise inconsistent with applicable law, applicable rules and regulations of the U.S. Securities and Exchange Commission and the Nasdaq Rules.

#### **VI. KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate:

- (a) identify and screen director candidates (including incumbent directors for potential renomination and candidates recommended by stockholders in accordance with the Company's policies) and recommend to the Board candidates for: (a) nomination for appointment or re-appointment by the stockholders; and (b) any Board vacancies that are to be filled by the Board subject to any rights regarding the selection of directors by holders of preferred stock and any other contractual or other commitments of the Company (in which case the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee);
- (b) oversee the Company's policies and procedures with respect to the consideration of director candidates recommended by stockholders, including the submission of any proxy access nominees by stockholders;

- (c) review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as “independent” under the Board’s definition of “independence” and the applicable Nasdaq Rules and the Company’s Corporate Governance Guidelines;
- (d) assess the appropriateness of a director continuing to serve on the Board upon a substantial change in the director’s principal occupation or other business associations from the position such director held when originally invited to join the Board, and recommend to the Board any action to be taken with respect thereto;
- (e) assess annually whether the composition of the Board as a whole reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities, and recommend any appropriate changes to the Board;
- (f) review periodically the committee and leadership structure of the Board and recommend to the Board the appointment of directors to Board committees and assignment of committee chairs;
- (g) review periodically the size of the Board, division of directors into classes, succession, retirement and rotation policies, and the function of the Board and its committees, and recommend to the Board any appropriate changes;
- (h) coordinate with management to develop an appropriate director orientation program and identify continuing education opportunities;
- (i) develop and recommend to the Board, review the effectiveness of, and recommend modifications as appropriate to, the Corporate Governance Guidelines and other governance policies of the Company;
- (j) review the Company’s proposed disclosures concerning the foregoing matters;
- (k) review all determinations and interpretations under the Company’s Insider Trading Policy; and
- (l) undertake such other responsibilities as the Board may delegate or assign to the Committee from time to time.

## **VII. GENERAL**

- (a) The Committee shall review and reassess the adequacy of this charter annually and recommend to the Board such amendments of this charter as the Committee deems appropriate, which shall include review of any changes to applicable law and applicable rules of the SEC and the Nasdaq Rules.
- (b) The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter, and report the results of such evaluation to the Board.

- (c) The Committee shall report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities, which minutes and records shall be maintained by the Company's Secretary (or his or her designee).
- (d) In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's inside and/or outside legal counsel, the Company's independent auditors or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities.

The Committee shall undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.