

Zapp Electric Vehicles Group Limited
Nominating and Corporate Governance Committee Charter

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of Zapp Electric Vehicles Group Limited (the “Company”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of Corporate Governance Guidelines (as defined below) and to oversee the evaluation of the Board and management.

II. Composition

The Committee must consist of at least two directors, the majority of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“NASDAQ”), subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. 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. Meetings, Procedures and Authority

Meetings of the Committee may be held in person, telephonically or by means of video conference or other communication equipment by means of which all persons participating in the meeting can hear and speak with each other. The committee shall keep written minutes of its meetings. The Committee may also act by unanimous written consent.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the existing memorandum and articles of association of the Company that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the existing memorandum and articles of association of the Company.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee’s recommendations shall be based on, among other things, a nominee’s independence, character, ability to exercise sound judgment, demonstrated leadership,

ability and willingness to commit sufficient time to the Board, and relevant skills and experience in the context of the evolving needs of the Board. The Committee shall also consider the diversity of the Board composition overall with respect to age, disability, gender identity or expression, ethnicity, military veteran status, national origin, race, religion, sexual orientation, and other backgrounds and experiences.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines (the "Corporate Governance Guidelines").
3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure, except where the Company is legally required by contract, the existing memorandum and articles of association of the Company or otherwise to provide third parties with the right to designate directors to serve on committees of the Board, and recommend to the Board for its approval directors to serve as members of each committee.
4. *Director Independence.* The Committee will 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 rules of NASDAQ.
5. *Board Leadership Structure.* The Committee shall periodically review the Board leadership structure and recommend to the Board for its approval changes to its leadership structure and periodically assess the size and composition of the Board as a whole and whether it 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 in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company.
6. *Disclosure of Director Attributes.* The Committee will review Company disclosures concerning the specific experience, qualifications, attributes or skills that led to the conclusion that each director and nominee should serve as a director in light of the Company's business and structure.
7. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
8. *Board and Management Evaluations.* The Committee will oversee the annual self-evaluations of the Board and management.
9. *Succession Planning.* The Committee will be responsible for and oversee the succession plan of directors and the Chief Executive Officer.
10. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, existing memorandum and articles of association, and the charters of the Company's other committees.

11. *Director Orientation.* The Committee will develop, oversee, and coordinate with management on appropriate director orientation programs.
12. *Environmental, Social and Governance.* The Committee will periodically review the Company's environmental, social and governance strategy, initiatives, policies and risk oversight structure, receive updates from the Company on significant activities, and report to the full Board, as appropriate.
13. *Political Activity.* The Committee will oversee the Company's public policy objectives, advocacy strategy and political activities, contributions and lobbying activities.
14. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
15. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.
16. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.