



PROFICIENT AUTO LOGISTICS, INC.

**PROFICIENT AUTO LOGISTICS, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

May 6, 2024

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. PURPOSE OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The Nominating and Corporate Governance Committee (the "Committee") was created by the Board of Directors (the "Board") of Proficient Auto Logistics, Inc. (the "Company") to carry out the Board's responsibilities relating to the Company's director nominations process and procedures, development and maintenance of the Company's corporate governance policies, practices and procedures, oversight of the Board and Board committee assessment process and any related matters required by the federal securities laws. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Committee Charter ("Charter").

2. AUTHORITY OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

- a. The Committee shall have the authority, in its sole discretion, to select, retain, obtain and terminate any director or executive search firm, as necessary, to be used to identify candidates and otherwise to fulfill its duties and responsibilities under this Charter. Further, the Committee shall have the authority to set the compensation, approve other terms and oversee the work of any such search firm.
- b. The Committee also shall have the authority, in its sole discretion, to select, retain, appoint and terminate, or obtain the advice of, any other legal, accounting or other advisors ("Advisors") to advise and assist the Committee. The Committee shall set the compensation and oversee the work of its outside counsel and other Advisors.
- c. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of the compensation to an Adviser approved by the Committee.
- d. The Committee may request that any director, officer or employee of the Company, or the Company's outside counsel, attend one or more meetings of the Committee or meet with any members of, or advisors to, the Committee.
- e. The Committee may form and delegate authority to subcommittees and management when appropriate, provided such delegation complies with applicable laws, rules and regulations, including state corporate law and the federal securities laws.
- f. The Committee shall have authority to make a recommendation to the Board regarding the termination of employment of the Company's chief executive officer and/or the removal of the Chairperson of the Board from the position of Chairperson of the Board (but not the removal of such individual from his directorship).

- g. The Committee shall have authority to conduct a search for, and to make a recommendation to the Board regarding, a new chief executive officer and a new Chairperson of the Board.

3. NOMINATING AND CORPORATE GOVERNANCE COMMITTEE COMPOSITION

- a. The Committee shall consist of no fewer than three directors, with the exact number to be determined by the Board. The Committee shall be comprised solely of directors determined by the Board to be independent and who satisfy the independence requirements of the NASDAQ (“Nasdaq”).
- b. The Committee shall recommend to the Board nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove or replace any member from the Committee at any time with or without cause. Resignation or removal of a director from the Board will automatically constitute resignation or removal, as applicable, of such director from the Committee. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

4. DUTIES AND RESPONSIBILITY OF THE NOMINATING AND CORPORATE Governance COMMITTEE

The Committee shall have the following authority and responsibilities relating to (i) Nominating and Board Composition; and (ii) Corporate Governance:

Nominating and Board Composition

- a. To oversee searches for qualified individual for membership on the Board.
- b. To determine the qualifications, qualities, skills, and other expertise required for Board and Board Committee membership and to develop, and recommend to the Board such criteria to be considered in selecting nominees. Such skills and expertise considered shall include, but not be limited to, their experience in the industry, financial expertise, accounting skills, cybersecurity background, and experience setting compensation.
- c. To identify and screen individuals qualified to become members of the Board, including any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement and made in accordance with applicable laws, rules and regulations.
- d. To make recommendations to the Board regarding the selection and approval of Board and committee membership. In making its recommendations for Board and committee membership, the Committee shall:

- i. review candidates' qualifications for membership on the Board or a committee of the Board, including making a specific determination as to the independence of each candidate under Securities and Exchange Commission ("SEC") and Nasdaq rules, as applicable;
 - ii. in evaluating current directors for re-nomination to the Board or reappointment to any Board committees, assess the performance of such directors;
 - iii. periodically (but at least annually) review the composition of the Board and its committees in light of the performance of the Board and its committees and the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, performance, qualifications, diversity, age, skills, background and experience and any other matters the Committee deems appropriate;
 - iv. consider potential nominees properly recommended by shareholders, but the Committee has no obligation to recommend such candidates for nomination; and
 - v. consider any other factors set forth in the Company's Corporate Governance Guidelines or deemed appropriate by the Committee or the Board.
- e. To invite, on behalf of the Board, new directors to join the Board upon approval by the Board.
- f. To review annually, or more often if it deems appropriate, the qualification of directors as independent pursuant to applicable SEC and Nasdaq rules, and make recommendations to the Board with respect to such determinations.
- g. To (1) review annually, or more often if appropriate, and make recommendations to the Board regarding, chief executive officer and Chairperson of the Board succession and shall make appropriate plans for the succession of the Company's chief executive officer and Chairperson of the Board, and (2) oversee and evaluate succession planning, if any, for such other executive officers as the Committee shall deem appropriate to safeguard continuity in the Company's management.
- h. The Committee shall review annually, or more often if appropriate, the qualification of Audit Committee members as "financially literate" and as having accounting or related financial management expertise and, for at least one member of the Audit Committee, as an "audit committee financial expert" within the meaning of SEC rules, and make recommendations to the Board with respect to such determinations.

- i. To review any director resignation letter tendered in accordance with the Company's director resignation policy, and evaluate and recommend to the Board whether such resignation should be accepted.
- j. To identify and make recommendations to the Board, if a vacancy on the Board and/or any Board committee occurs, regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

Corporate Governance

- k. To serve in an advisory capacity to the Board and Chairperson of the Board on matters of organizational and governance structure of the Company and the conduct of the Board.
- l. To assist the Board in conducting an annual self-evaluation, including through the solicitation of comments from all of the Board's directors, and prepare a related report, to determine whether the Board and its committees are functioning effectively. Following the end of each fiscal year, or more frequently if the Board so determines, the Board will discuss the evaluation report to determine what, if any, action could improve Board and Board committee performance.
- m. To review and recommend to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws.
- n. To review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.
- o. To periodically review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
- p. To review the Company's corporate governance policies, practices and procedures, annually including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in
- q. To recommend to the Board the designation of officers of the Company as "officers" within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended.
- r. To periodically review the Company's policies, practices and disclosures with respect to sustainability and environmental, social and governance factors.
- s. To review annually, or more often if appropriate, the Company's directors' and officers' and errors and omissions liability coverage and make any recommendations related thereto that it deems appropriate.

- t. To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically reviewing these programs and updating them, as necessary.
- u. To oversee the Company's strategy on corporate social responsibility and sustainability, including evaluating the impact of Company practices on communities and individuals, to develop and recommend to the Board for approval policies and procedures relating to the Company's corporate social responsibility and sustainability activities, and to develop and monitor ongoing compliance with the Company's corporate responsibility and sustainability program, including review of annual sustainability disclosure issued by the Company.
- v. To develop and recommend to the Board for approval a Company policy for the review and approval of related party transactions and to review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis.

5. **REPORTING RESPONSIBILITIES**

- a. The Committee shall keep a record of its proceedings.
- b. The Committee shall report regularly to the Board on such matters that are specifically required by this Charter and otherwise periodically on such other matters as the Committee deems appropriate or as are requested by the Board.

6. **PROCEDURES**

- a. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.
- b. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- c. The Committee shall annually evaluate its own performance and report to the Board regarding its findings.
- d. The Committee shall have the right to excuse any Committee member from a meeting or portion thereof to permit the remaining members of the Committee to discuss or act on any matter for which, in the Committee's opinion, the excused member's participation is not appropriate, and such excused member's absence in this circumstance shall not be deemed an absence for the purposes of determining a quorum.
- e. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the

Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

- f. This Charter shall be posted on the Company's website.