

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
OF
noco-noco Inc.
(the “Company”)**

As adopted by the Board of Directors, effective July 12, 2023

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to recommend directors to serve on all committees of the Board.

Composition of the Committee

The Committee shall be comprised of three or more directors, each of whom meets the independence requirements of the NASDAQ Stock Market (“NASDAQ”) and the Company’s corporate governance guidelines. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. Notwithstanding the foregoing, one non-independent director may be permitted to serve on the Committee in accordance with the applicable rules and standards of NASDAQ.

Any action duly taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications described herein shall nevertheless constitute duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

Committee members (i) shall be appointed by the Board on the recommendation of the Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion.

Meetings

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

Each member of the Committee shall have one vote. A majority of the Committee members shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

Delegation

The Committee may form and delegate authority to subcommittees consisting of one or more Committee members when it deems appropriate.

Authority

The Committee shall have the sole authority to retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve the search firms' or consultants' fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or, at the Company's expense and at funding levels determined by the Committee, any outside legal counsel, expert or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expense related to any external advisors in addition to any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties. The Committee shall have full, unrestricted access to Company books, records and facilities.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall:

1. Recommend to the Board for approval, review the effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and screening Board nominee candidates and the process and criteria used to evaluate Board membership, Board committee membership and director independence.
2. Identify, recruit, screen and interview individuals that the Committee believes are qualified to become Board members, consistent with the corporate governance principles and any other criteria approved by the Board, and recommend that the Board select the director nominees to stand for election at each annual meeting of stockholders of the Company in which directors will be elected.
3. Consider potential director candidates recommended by the Company's management and stockholders in the same manner as nominees identified by the Committee.
4. Assess annually the composition of the Board in light of directors' characteristics such as knowledge, skills, qualifications, experience and diversity of directors as well as the Company's operating requirements and other considerations the Committee deems appropriate, as approved by the Board, and recommend any appropriate changes to the Board.

5. Oversee director training and development programs.
6. Review director independence and the financial literacy and expertise of Audit Committee members and nominees who may be asked to serve on the Audit Committee, and make recommendations to the Board relating to such matters.
7. Review the Board's leadership structure and review and approve Company disclosures relating to Board leadership.
8. Recommend to the Board the action to be taken with respect to any offer of resignation from (i) a director who did not receive a majority of votes cast at his or her election or (ii) a director who has experienced a significant change in his or her principal business, professional position, employment or responsibility.
9. Review and approve, as appropriate, any requests from directors and executive officers to stand for election to any outside for-profit boards of directors.
10. Make recommendations in connection with directors' and officers' indemnification and insurance matters.
11. Develop and oversee an orientation program for new directors and a continuing education program for all directors.
12. Report regularly to the Board on the activities of the Committee.
13. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
14. Review the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
15. Develop and recommend to the Board from time to time significant developments in the law and practice of corporate governance as well as compliance with applicable laws and regulations. The Committee shall monitor new and modified rules, requirements and recommendations related to corporate governance and shall review and reassess the adequacy of Company's corporate governance principles and recommend any proposed remedial action to the Board for approval.
16. Implement, Monitor and revise, as appropriate, in accordance with best practices and legal requirements, Company's code of business conduct and ethics ("Code") as well as insider trading policy for Company.
17. Establish mechanisms to facilitate the effective operation of the Code and the granting of waivers of the Code.
18. Keep up to date with regulatory requirements and other new developments in corporate governance and review the quality of Company's governance and suggest changes to Company's governance practices as determined appropriate to the Board.

19. Ensure that disclosure and securities compliance policies, including communications policies, are in place.
20. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of NASDAQ, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.