

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

### APPLIED DIGITAL CORPORATION

As adopted by the Board of Directors on January 6, 2026

#### Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Applied Digital Corporation (the “Company”) is to assist the Board in fulfilling its oversight responsibilities by (i) identifying qualified individuals, consistent with criteria approved by the Board, to stand as nominees for election or re-election at each annual meeting of stockholders of the Company, or special meeting of stockholders of the Company for the purpose of electing one or more directors, or to fill vacancies on the Board, (ii) determining the composition of Board committees, (iii) reviewing corporate governance practices, including as expressed in a set of corporate governance guidelines and (iv) facilitating the annual performance evaluation of the Board and its committees, as further described herein.

#### Membership and Organization

- **Composition.** The Committee shall be comprised of three or more directors. The Board may designate one member of the Committee as its chair.
- **Independence.** Each member of the Committee shall be an “independent director” as defined by The Nasdaq Stock Market LLC (“Nasdaq”) Rule 5605(a)(2) and otherwise meet the applicable criteria for independence set forth in Rule 5605(d)(2) of the Nasdaq rules.
- **Selection and Removal.** Members of the Committee shall be appointed by, and serve at the discretion of, the Board. The Board may remove members of the Committee, with or without cause, at any time and from time to time.

#### Procedures and Administration

- **Meetings.** The Committee will set its own schedule of meetings and will meet at least two times annually, with the option of holding additional meetings at such times as it deems necessary or appropriate to carry out its duties and responsibilities. Meetings of the Committee may be held in person, telephonically or by video conference. The Committee may conduct special meetings to discharge its duties and responsibilities only if such special meeting is (i) called by the Chair of the Committee with the concurrence of at least one other member of the Committee, or (ii) by any two members of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board in accordance with the Company’s bylaws.
- **Invitations.** The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Committee.
- **Subcommittees.** The Committee may form subcommittees for any purpose that the Committee deems appropriate (including a subcommittee consisting of a single member) and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The

Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

- **Compensation.** Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board. Members of the Committee may not receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company, except the fees that they receive for service as a member of the Board or any committee thereof.
- **Reports.** The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report.
- **Investigations.** The Committee shall have the authority to conduct or authorize investigations into any matter, including, but not limited to, complaints relating to matters within the scope of duties and responsibilities delegated to the Committee.
- **Self-Evaluation.** The Committee shall periodically evaluate its own performance and review and reassess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board for approval.

## **Responsibilities and Duties**

In furtherance of its purpose, the Committee shall:

- Review periodically and make recommendations to the Board regarding the size of the Board, the composition of the Board, the process for filling vacancies on the Board and the tenure of Board members.
- Recommend to the Board for approval, review the effectiveness of, recommend modifications to and review the Company's disclosures concerning the Company's policies and procedures for identifying and screening Board candidates and the process and criteria used to evaluate Board membership, Board committee membership and director independence.
- Identify, recruit, screen and interview potential candidates to serve as Board members, consistent with criteria approved by the Board from time to time, and recommend (i) the director nominees to be selected by the Board to stand for election or re-election at the annual meeting of stockholders of the Company, or special meeting of stockholders of the Company for the purpose of electing one or more directors, and (ii) director candidates to be elected by the Board to fill vacancies and newly created directorships; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election to the Board, 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.
- Review periodically the committee structure of the Board and recommend to the Board any changes to committee structure, the appointment of directors to Board committees and the assignment of committee chairs.
- Review the Board's leadership structure and review and approve Company disclosures relating to Board leadership.

- Recommend to the Board whether or not the Board should request the resignation of a director from the Board, in accordance with the Company's Corporate Governance Guidelines.
- Review and approve any requests from directors and executive officers to stand for election to or serve on any outside for-profit boards of directors.
- Review annually the Company's Corporate Governance Guidelines and recommend amendments for Board approval.
- Review annually the Company's Code of Conduct and recommend amendments for Board approval. Review and grant (i) any waiver of the Code of Conduct for an officer or a director and (ii) any approval, requested by an officer or director, in respect of (a) a situation, transaction or relationship that may give rise to conflict of interest involving such officer or director or (b) a business opportunity that such officer or director discovers through the use of Company property or information or through his or her position with the Company. Any such waivers or approvals must be granted in writing.
- Review periodically in coordination with the chief compliance officer (who shall be the General Counsel, or in the absence thereof, the Chief Financial Officer, unless another person has been designated by the Board) the Company's compliance and ethics programs, including education and communications regarding compliance and ethics.
- Determine stock ownership guidelines for the Company's directors and monitor compliance with such guidelines.
- Provide oversight of an annual self-evaluation of the Board and its committees.
- Oversee an orientation program for new directors and a continuing education program for all directors.
- Establish and review procedures for stockholders and other interested parties to communicate with the Board and advise the Board on engagement with stockholders.
- Review any stockholder proposals and proposed responses.
- Review the Company's policies and programs concerning corporate social responsibility, including environmental, social and governance (ESG) matters. Provide guidance to the Board and management with respect to trends and developments regarding environmental, social and political matters that could significantly impact the Company.
- Review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.
- Review and report to the Board periodically on executive officer succession planning and leadership development processes.
- Perform such other duties and responsibilities as reasonably determined by the Committee to be consistent with its mandate (under 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) or as further delegated to the Committee by the Board.
- Oversee compliance with the Company's Board of Directors External Communications Policy and

recommend actions to the Board to be taken in the event of a director's non-compliance with such Policy.

- The Committee shall have authority to retain such search firms, outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expenses related to any external advisors and for the ordinary administrative expenses of the Committee.

***Limitation of the Committee's Role***

The Committee has only the functions set forth in this Charter.

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