QUANTUM SPACE, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Effective as of November 23, 2026

Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Quantum Space, Inc. (the "Company") is to oversee the Company's director nomination and selection processes, to develop and recommend corporate governance guidelines (the "Corporate Governance Guidelines") to the Board, and to oversee the Company's corporate governance policies and procedures and the annual evaluations of the Board, its committees and management, as provided in this charter (this "Charter").

Membership

The Committee shall consist of two or more directors. For so long as the Company qualifies as a "controlled company" under Section 303A.00 of the Listed Company Manual of the New York Stock Exchange (the "NYSE") and elects to rely on the exemptions available to controlled companies, the Company is not required to have director nominees selected, or recommended for the Board's selection, solely by independent directors or to have a nominating committee composed entirely of independent directors, and members of the Committee need not be independent. If the Company ceases to qualify as a controlled company, or ceases to rely on the exemption, the Committee shall be reconstituted in accordance with the phase-in periods permitted by NYSE rules. Except to the extent permitted by those exemptions or transition periods, each member shall be determined by the Board to be independent under applicable NYSE rules.

The members of the Committee shall be appointed by the Board, taking into consideration the recommendations of the Committee and any applicable contractual director designation rights. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause. 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 under this Charter. The Company will provide new members of the Committee with appropriate onboarding briefings and educational resources related to the Committee's responsibilities.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

A. To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "Director Criteria"). Persons to be nominated:

- should have demonstrated notable or significant achievements in business, education or public service;
- should possess the requisite intelligence, education and experience to make a significant contribution to the Board and bring a range of skills, diverse perspectives and backgrounds to its deliberations; and
- should have the highest ethical standards, a strong sense of professionalism and intense dedication to serving the interests of the stockholders.

B. To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria and so that the Board has the requisite expertise and consists of persons with sufficiently diverse and independent backgrounds, except where the Company is legally or contractually required to provide third parties with the right to designate directors. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's bylaws and described in the Company's proxy statement or other applicable laws, rules and regulations, and shall evaluate such candidates on a substantially similar basis as other candidates.

C. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, and of each committee of the Board, subject to approval by the Board and to any applicable contractual director designation rights.

D. To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including the Company's certificate of incorporation and bylaws and the charters of the Board's other committees.

E. To develop and recommend to the Board the Corporate Governance Guidelines, and to review and reassess the adequacy of the Corporate Governance Guidelines periodically and recommend any proposed changes to the Board for approval.

F. To develop, subject to approval by the Board, a process for an annual evaluation of the Board, its committees and management (in coordination with the evaluation of the Chief Executive Officer (the "CEO") by the compensation committee of the Board (the "Compensation Committee")) and the charters of the committees, and to oversee the conduct of this annual evaluation.

G. To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairs annually, and to review periodically the size and leadership structure of the Board.

H. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

I. To develop and recommend to the Board for approval standards for determining whether a director has a material relationship with the Company that would impair the director's independence, and to review annually the Board's determinations of director independence under NYSE and Securities and Exchange Commission ("SEC") rules.

J. To monitor the Company's status as a "controlled company" under NYSE rules and, if that status changes, to recommend to the Board the steps necessary to comply with the corresponding phase-in requirements.

K. To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

L. To review and resolve potential conflicts of interest involving directors and senior executives, other than related person transactions that are reviewed by the Audit Committee of the Board under its charter.

M. To develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan"), including in the event of an emergency, to review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for CEO and recommend to the Board any changes to and any candidates for succession under the Succession Plan, and to oversee succession planning for other executive officer roles and for other key personnel and critical roles identified by the CEO (including critical technical, engineering, program and operational leadership positions).

N. To oversee the Company's policies and practices regarding talent attraction and retention, workforce planning, leadership development, career pathing and training generally, and to review with management, at least annually, the Company's human capital strategy.

O. To oversee the Company's environmental, social and governance programs and related disclosures and communications, as the Board determines appropriate.

P. To administer policies and procedures for communications with the non-management members of the Company's Board.

Q. To review stockholder proposals relating to corporate governance matters and make recommendations to the Board regarding the Company's response.

R. To oversee director orientation for new directors and continuing education for the Company's directors.

S. To review any notification by a director of his or her resignation, a material change in employment or circumstances, or proposed service on the board of directors of another public company, in accordance with the Corporate Governance Guidelines, and, based on that review, to recommend whether the director should continue to serve on the Board.

T. To perform such other duties and responsibilities as the Board may delegate to the Committee from time to time, consistent with this Charter and applicable law.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter, including the sole authority to approve such firm's fees and other retention terms. The Committee shall set the compensation and oversee the work of any director search firm engaged by the Committee.

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of executive search firms, outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any executive search firm, outside counsel or other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any search firms or other advisors engaged by the Committee.

Communications between the Committee and its outside counsel shall be privileged to the extent permitted by applicable law.

Structure and Operations

The Board shall designate a member of the Committee as the chair. The Committee shall meet as often and at such times and places as it deems necessary to fulfill its responsibilities. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may invite such members of management to its meetings as it deems appropriate.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.