ROBOSTRATEGY, INC.
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 RoboStrategy, Inc. (the "***Company***") is to assist the full Board in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the interests of the shareholders of the Company and in compliance with applicable laws, regulations, rules and orders. Without limiting the foregoing, the Committee shall advise the Board with respect to: (a) Board organization, evaluation, membership and function; (b) committee structure, membership and operations (including any committee authority to delegate to subcommittees); and (c) matters relating to corporate governance.

II. Membership Requirements

The Committee shall be comprised of that number of directors as the Board shall determine from time to time, and in any case, no less than two directors. The members of the Committee shall be "independent directors" as determined by the Board pursuant to the provisions of Section 2(a)(19) of the Investment Company Act of 1940, as amended, and shall meet any other applicable standards of The Nasdaq Stock Market LLC, the Securities Exchange Act of 1934, as amended, and rules and regulations promulgated thereunder, as they may from time-to-time be amended. The members of the Committee, including the Chairperson thereof, shall be appointed by the Board. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. Meetings

The Committee shall meet at least one time each year, or more frequently as circumstances require. Meetings may be called by the Chairperson of the Committee, or in their absence, by the Chairperson of the Board. Minutes of each meeting shall be taken and recorded and shall be reported regularly to the Board, as appropriate. Actions may be taken by unanimous written consent when deemed necessary or desirable by the Committee. Members of the Committee may participate in a meeting by conference call or similar means.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee may act by a majority of the members present at a meeting of the Committee.

A. Unless otherwise authorized by an amendment to this Charter, the Committee shall not delegate any of its authority to any subcommittee.
B. Reports of meetings of and/or actions taken by the Committee (whether at a meeting or by consent) from time to time shall be made by the Chairperson of the Committee (or by his or her delegate) to the full Board. In addition, the Chairperson of the Committee (or his or her delegate) shall be available from time to time to answer any questions that the

other directors may have regarding the matters considered and actions taken by the Committee.

IV. Responsibilities

The following are the general responsibilities of the Committee and are set forth only for its guidance. The Committee, however, may diverge from these responsibilities and/or may assume such other responsibilities as the Board may delegate from time to time and/or as the Committee may deem necessary or appropriate from time to time in performing its functions in accordance with the Articles of Incorporation and other governance documents of the Company and in accordance with applicable law. The Committee shall:

A. Board of Directors

(i) Evaluate periodically the desirability of, and recommend to the Board, any changes in the size and composition of the Board.

(ii) Select and evaluate directors using the general and specific criteria outlined in Attachment A to guide the director selection process. The Committee shall be responsible for reviewing with the Board the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by shareholders.

(iii) Evaluate each new director candidate and before recommending that the Board nominate such individual for election (or that the Board elect such individual on an interim basis) as a director based upon the extent to which such individual satisfies the general criteria above and will contribute significantly to satisfying the overall mix of specific criteria identified above.

(iv) Diligently seek to identify potential director candidates who will strengthen the Board and will contribute to the overall mix of specific criteria identified above. This process should include establishing procedures for soliciting and reviewing potential nominees from directors and for advising those who suggest nominees of the outcome of such review. The Committee shall have authority to retain and terminate any search firm used to identify director candidates and to approve any such search firm's fees and other terms of retention.

(v) Submit to the Board the candidates for director to be recommended to be added to the Board at any time due to any expansion of the Board, director resignations or retirements or otherwise.

(vi) Monitor performance of the Board and its individual members based upon the general criteria and the specific criteria applicable to the Board and each of its members as part of the annual Board self-evaluation process. If any serious

issues are identified with any director, work with such director to resolve such issues or, if necessary, seek such director's resignation or recommend to the Board such person's removal.

(vii) Develop and periodically evaluate initial and continuing guidelines for each member of the Board and each member of each committee thereof regarding his or her responsibilities as a director generally and as a member of any applicable committee of the Board, and monitor and evaluate periodically (and at any time a new member joins the Board or any committee thereof) reasonable steps taken by each director in meeting such guidelines. Such guidelines shall take into account all relevant factors, including the nature of each individual's responsibilities and related background and any particular complexities relating to the Company's business, financial statements or other characteristics. These guidelines may include higher requirements for directors who are members of certain committees of the Board than for those who are not members of such committees and, in appropriate circumstances, may provide for higher or lower requirements for a particular director based on his or her background and/or occupation.

B. Board Committees

(i) Except as may be otherwise delegated to another committee of the Board pursuant to such committee's charter, evaluate the performance, authority, operations, charter and composition of each standing or ad hoc committee of the Board (including any authority of a committee to delegate to a subcommittee) and the performance of each committee member and recommend any changes considered appropriate in the authority, operations, charter, number or membership of each committee.

(ii) Submit to the Board at any time that any committee members are to be selected recommendations regarding candidates for membership on each committee of the Board.

C. Corporate Governance

(i) Monitor and make recommendations to the Board on matters of Company policies and practices relating to corporate governance.

(ii) Review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.

(iii) At the request of the Company's management or upon the advice of counsel, review the Company's governing documents and recommend to the Board any appropriate changes.

(iv) Consider any other corporate governance issues that may arise from time to time, and to develop appropriate recommendations for the Board.

(v) Review and reassess the adequacy of the Committee's Charter at least annually and recommend any changes to the Board.

D. Other Matters

Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairperson of the Board, or as designated in Company documents.

V. Additional Resources

Subject to the approval of the Board, the Committee shall have the right to use reasonable amounts of time of the Company's independent registered public accounting firm, outside lawyers and other internal staff and also shall have the right to hire independent experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities.

VI. Evaluation

The Committee shall conduct an annual review of the Committee's performance through the annual Board self-evaluation process and recommend changes to the Board as needed.

Adopted: August 21, 2025

ATTACHMENT A
ROBOSTRATEGY, INC.
CRITERIA FOR NOMINATION AS A DIRECTOR

General Criteria

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.

2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.

3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.

4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include shareholders, employees, customers, creditors and the general public and to act in the interests of all shareholders.

5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's shareholders and to fulfill the responsibilities of a director.

6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law.

Criteria for Composition of the Board

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.