

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

FST CORP.

Effective: [DATE], 2024

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Nominations Committee**”) of the board of directors (the “**Board**”) of FST Corp., a Cayman Islands exempted company with limited liability (the “**Company**”), is to assist the Board with oversight of the director nominations process and the Company’s corporate governance.

MEMBERSHIP

Size: The Nominations Committee will consist of three or more members of the Board.

Independence: Each member of the Nominations Committee must be independent in accordance with the rules of The Nasdaq Stock Market LLC (“**Nasdaq**”).

Appointment/Term/Removal: The Board shall appoint the members of the Nominations Committee. The members of the Nominations 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 Nominations Committee at any time with or without cause.

STRUCTURE AND OPERATIONS

Leadership: The Board shall designate a member of the Nominations Committee as the chairperson.

Meetings: The Nominations Committee must meet at least once per year, at such times and places as it deems necessary to fulfill its responsibilities. The Nominations Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. The Nominations Committee is 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 Nominations Committee may invite any individuals to its meetings as it deems appropriate. However, the Nominations Committee shall meet regularly without such individuals present.

Onboarding/Education: The Company may provide new members of the Nominations Committee with appropriate onboarding briefings and may also provide the full Nominations Committee with educational resources and opportunities related to corporate governance and other matters may be appropriate or requested by the Nominations Committee.

Outside Advisors: The Nominations Committee has the authority, in its sole discretion, to retain and terminate a director search firm, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the Nominations Committee is not required to implement or act consistently with the advice or recommendations of any director search firm, outside legal counsel or other advisor, and the authority granted in this Charter will not affect the ability or obligation of the Nominations Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Nominations Committee shall set the compensation and retention terms and oversee the work of any director search firm, outside legal counsel or any other advisors. Any communications between the Nominations Committee and its outside legal counsel will be privileged communications, to the extent possible.

Funding: The Company shall provide appropriate funding to the Nominations Committee, as determined by the Nominations Committee in its capacity as a committee of the Board, for the payment of compensation to any director search firm, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Nominations Committee that are necessary or appropriate in carrying out its duties.

Books and Records: The Company shall give the Nominations Committee access to the Company's books, records, facilities and personnel as appropriate.

DUTIES AND RESPONSIBILITIES

The Nominations Committee has the following authority and responsibilities:

1. Director Qualifications: To determine the qualifications, qualities, skills, and other criteria required to be a director (the “**Director Criteria**”).
2. Director Nominee Identification/Screening: To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Nominations Committee may also review the contributions of incumbent directors as appropriate in determining whether to recommend that the Board nominate such directors for reelection to the Board.
5. Shareholder Director Nominations: To consider any director candidates recommended by the Company's stockholders.
6. Shareholder Proposals: To review shareholder proposals and recommend Board responses.
7. Shareholder Engagement: To oversee engagement with stockholders and proxy advisory firms.
8. Third Party Director Nomination Rights: The Nominations Committee's oversight of director nominations will not apply in cases where the right to nominate a director legally belongs to a third party.

9. Director Nominee Approval: To make recommendations to the Board regarding the selection and approval of the nominees for director to be filled by the Board or submitted to a stockholder vote at an annual or special meeting of stockholders subject to approval by the Board.
10. Corporate Governance Disclosure: To review and discuss with management regarding disclosure of the Company's corporate governance practices, including information regarding the operations of the Nominations 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 20-F, as applicable.
11. Nominations Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.