

NOMINATIONS COMMITTEE CHARTER MURANO GLOBAL INVESTMENTS PLC

The Board of Directors (the “Board”) of Murano Global Investments PLC (the “Company”) approved this Nominations Committee Charter (the “Charter”) on 25 January 2024.

This Charter shall be posted on the Company’s website and is effective as of the above listed date.

This Charter is complementary, and subject to, the Company’s Articles of Association, as amended from time to time (the “Articles”), the Board’s Corporate Governance Guidelines (the “Guidelines”), and applicable laws and regulations. This Charter shall be reviewed at least annually and reassessed by the Committee with any proposed changes submitted to the Board for approval.

Purpose

The Nominations Committee of the Board (the “Nominations Committee”) is established by the Board. The purpose of the Nominations Committee is to assist the Board to:

1. develop succession plans for the Board, and in doing so identify individuals qualified for Board membership and recommending their nomination to the Board.
2. oversee the director independence assessment criteria and evaluation process.
3. manage the Board’s corporate governance practices, including setting Board agendas, meeting structure, policies, and processes for the effective governance of the Board.
4. oversee the management of related party transactions and conflicts of interests for directors and executives/officers.
5. oversee annual evaluations of the Board and its committees; and
6. manage the general shareholder meeting process.

Membership

Composition: The Nominations Committee shall consist of at least two members, with the exact number to be determined by the Board from time to time.

Secretary: The Committee appoints the Company Secretary (and/or such other individual(s) as it may nominate) as secretary of the Committee.

Independence: To the extent required by applicable law, the Nominations Committee shall consist of at least a majority of independent members within the meaning of the Nasdaq Stock Exchange (“NASDAQ”) Rulebook Section 5605(2) and shall also be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934.

Appointment/Removal: The Board shall appoint and remove members to the Nominations Committee with due consideration being given to the recommendations of the Nominations Committee. The Board may remove any member from the Nominations Committee at any time with or without cause.

Attendance by Non-Members: The Nominations Committee may invite any members of management to its meetings as it deems appropriate, including the Chief Executive Officer, Chief People Officer, Chief Financial Officer, and the Chief Legal Officer, unless there is a conflict of interest. No director, executive officer or member of management shall be involved in any decision-making as to a matter in which they have a direct interest.

Outside Advisors: The Nominations Committee shall have the authority, in its sole discretion, to retain and terminate a recruitment or succession planning consultant, outside advisors, legal counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. The Nominations Committee shall set the Nominations and retention terms and oversee the work of the Nominations consultant, outside legal counsel, or any other advisors. Any communications between the Nominations Committee and its outside legal counsel will be privileged communications.

Advice Received from Outside Advisors: The Nominations Committee shall not be required to implement or act consistently with the advice or recommendations of the Nominations consultant, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Nominations Committee to exercise its own judgment in fulfilment of its duties under this Charter.

Duties and Responsibilities

The Nominations Committee shall have the following authority and responsibilities delegated by the Board, which shall include:

Director Independence: To develop and recommend to the Board for approval standards for determining whether a director is independent.

Board Composition and Director Qualifications: To establish 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 consistent with Board-approved criteria (the "Director Criteria").

Outside Directorships and Interests: To review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors, and to oversee proper management of conflicts of interest and related-party transactions.

Board Refreshment: To review the size of the Board and ensure that qualified director candidates with a diversity of gender, ethnicity, tenure, skills, and experience are included by the Company or any search firm it engages in each pool of candidates from which Board nominees are chosen.

Succession Planning: To develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan"), review the Succession Plan periodically, develop and evaluate potential candidates for CEO and recommend to the Board any changes to and any candidates for succession under the Succession Plan.

Director Nominee Identification/Screening: To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Nominations Committee shall review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for re-election to the Board.

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 shareholder vote at an annual general meeting or special meetings of the Company.

Shareholder Director Nominations: To consider any director candidates recommended by the Company's shareholders pursuant to the procedures set forth in the Company's Articles.



Board Leadership: To review the Board's leadership structure and recommend changes to the Board as appropriate.

Board Committee Membership: To review the Board's committees' sizes, structure, and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chair annually. In doing so, the Committee shall consider the skills, characteristics, experience, and independence needed to support the Board in upholding their responsibilities.

Corporate Governance Documents: To renew, propose changes to the Board, or develop, as needed, the Company's amended and restated memorandum of incorporation, Articles, Code of Conduct, Corporate Governance Guidelines, Charters, and other corporate governance policies.

Board and Committee Performance Evaluation: To conduct an annual evaluation of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Nominations Committee shall conduct annual Committee and Board performance evaluations and report the results and proposed actions to the Board. The Nominations Committee shall conduct these evaluations in such manner as it deems appropriate.

Corporate Governance Disclosure: To review and discuss with management 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 annual report on Form 20-F in accordance with applicable law and Nasdaq requirements.

Structure and Operation

Chair: The Board shall designate a member of the Nominations Committee as the chair. In the absence of the chair, the Nominations Committee shall appoint a chair for the meeting by a vote of the members present and shall reference the same in the minutes.

Meetings: The Nominations Committee shall meet as often as it determines appropriate to carry out its responsibilities under this Charter, but not less frequently than annually.

Agenda: The agenda and materials for Nominations Committee meetings will be prepared by the Committee Chair in consultation with the other Nominations Committee members and with support of the Secretary (and/or Company Secretary if such roles are not combined).

Minutes: 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.

Regulation of Committee Meetings: Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. Where permitted by the applicable law, the Committee members may determine that any meeting of the Committee conducted in accordance with this Charter and the applicable law shall be deemed to be held in a place other than where the chair of the meeting is present.

Calling Meetings: The Chair of the Board of Directors, a majority of the directors or the Secretary on request of a director may at any time summon a meeting of the Committee by twenty-four (24) hours' notice to each Committee member in person, by telephone, facsimile, electronic email, or in such other manner as the directors may from time to time determine, which notice shall set forth the general nature of the business to be considered unless notice is waived by all the Directors either at, before or after the meeting is held.

Notice: Notice of a meeting need not be given to any Director (i) who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or (ii) who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Directors. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting. A waiver of notice need not specify the purpose of any regular or special meetings of the Directors. Notice of any Directors' meeting shall also be sent to any board observer in the same manner and at the same time as it is sent to the Directors.

Use of Technology: Any Committee member may participate in any Committee meeting by means of telephone or similar communication equipment by way of which all persons participating in such meeting can hear each other and such participation shall be deemed to constitute presence in person at the meeting.

Quorum: The quorum for the transaction of business at a Committee meeting shall not be less than two members of the Committee.

If a quorum is not present within 15 minutes from the time specified for a Committee meeting, or if, during a meeting, a quorum ceases to be present, then the meeting shall be adjourned to the same day in the next week at the same time and place or such other day, time, and place as the Director(s) calling such meeting may determine.

Voting: A question which arises at a Committee meeting shall be decided by a majority of votes. If votes are equal, the chair of the Committee shall not have a casting vote.

Induction/ Education: The Company will provide new members of the Nominations Committee with appropriate onboarding briefings, and the full Nominations Committee with educational resources and opportunities related to executive Nominations and other matters may be appropriate or requested by the Nominations Committee.

Nominations Consultant Independence / Conflicts of Interest: In retaining or seeking advice from Nominations consultants, the Committee must take into consideration the factors specified in Section 5605(d)(3) of the Nasdaq Rulebook with respect to assessing the independence of any Committee advisor.

The Nominations Committee may retain, or receive advice from, any Nominations consultant they prefer, including ones that are not independent, after considering the factors specified in Nasdaq Rulebook Section 5605. The Nominations Committee shall evaluate whether a conflict of interest exists with any Nominations consultant retained or to be retained by it and the nature and scope of such conflict, and any conflict mitigation shall be noted in the Committee minutes.

Funding: The Nominations Committee shall receive appropriate funding from the Company, as determined solely by the Nominations Committee in its capacity as a committee of the Board, for the payment of Nominations to any Nominations consultant, 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.

Delegation of Authority: The Board may allocate from time to time certain of its tasks and duties to the Nominations Committee pursuant to a resolution to that effect. The Nominations Committee can validly pass resolutions in respect of matters which fall under the tasks and duties allocated to the Nominations Committee and may delegate all or part of its authority to subcommittees or to the Nominations Committee chairperson, so long as any such committee is comprised entirely of independent directors.

Books and Records: The Nominations Committee will have access to the Company's books, records, facilities, and personnel.



Amendments and Deviations

Pursuant to a resolution to that effect, the Board may amend or supplement this Charter and allow temporary deviations from this Charter, subject to ongoing compliance with relevant and applicable laws and Nasdaq requirements.