

## **RIDGEPOST CAPITAL, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Ridgepost Capital, Inc. (the “Company”) (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meetings of stockholders; (2) to develop and recommend to the Board matters of corporate governance, including the Corporate Governance Guidelines applicable to the Company; (3) to assist the Board in its evaluation of the Board and management’s performance; and (4) to recommend to the Board director nominees for each committee.

#### **Committee Membership**

The Committee will consist of no fewer than two members. The members of the Committee will be appointed, and any vacancies filled, by the Board on the recommendation of the Nominating and Corporate Governance Committee. Committee members may be replaced or removed from the Committee by the Board at any time, with or without cause. Resignation or removal of a director from the Board will automatically constitute resignation or removal, as applicable, of such director from the Committee. The Board may appoint one member of the Committee as its Chairperson (the “Committee Chair”).

All members of the Committee will meet the independence requirements of the listing standards of the New York Stock Exchange and any other applicable laws, rules or regulations (including the rules and regulations of the Securities and Exchange Commission) or other qualifications as are established by the Board from time to time.

#### **Meetings**

The Committee will meet as often as it determines necessary to carry out its responsibilities. The Committee Chair will preside at each meeting or, in the absence of the Committee Chair, one of the other members of the Committee will be designated, by the members present at the meeting, as the acting chair of the meeting. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

#### **Committee Authority and Responsibilities**

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain or obtain the advice of any search firm to be used to identify director candidates, independent legal counsel, or other advisors. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any such search firms or advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee will have

sole authority to approve the advisors' fees and other terms and conditions of the advisors' retention.

The Committee may, as it deems appropriate from time to time and to the extent permitted by applicable laws, rules and regulations, form and delegate authority to subcommittees consisting of one or more members.

The Committee will make regular reports to the Board.

In fulfilling its purpose and carrying out its responsibilities, the Committee will undertake any activities the Committee deems necessary or appropriate. Subject to the foregoing, the Committee will:

1. Identify individuals qualified to become directors for recommendation to the Board, consistent with criteria identified by the Board.
2. Seek to complete customary vetting procedures with respect to individuals suggested for potential Board membership by stockholders of the Company or other sources.
3. Monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.
4. Consider and recommend to the Board the desirable size and composition of each committee of the Board.
5. Assist the Board in determining and monitoring whether or not each director and prospective director is "independent" within the meaning of any rules and laws applicable to the Company.
6. Periodically assess and make recommendations to the Board concerning overall corporate governance including, without limitation, proposed changes to the Corporate Governance Guidelines and other policies or guidelines, to the extent specific matters are not the assigned responsibility of other Board committees.
7. Review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.
8. Periodically review the succession planning for the Company's Chief Executive Officer and other senior executive officers
9. Oversee the evaluation of the Board and management, including the annual self-evaluation of the Board.
10. At least annually, review and evaluate the performance of the Committee.

### **Limitation of Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, nothing contained in this Charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Committee except to the extent otherwise provided under applicable Delaware law which will continue to set the legal standard for the conduct of the members of the Committee.