

# **DISTRIBUTION SOLUTIONS GROUP, INC.**

## **Nominating and Corporate Governance Committee Charter**

**Approved March 4, 2025**

### **1. Status**

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Distribution Solutions Group, Inc. (the “Company”).

### **2. Purpose**

The Committee shall provide assistance to the Board in fulfilling its responsibilities to the stockholders and other investors in the Company by:

- Identifying individuals qualified to become directors of the Company;
- Developing and recommending to the Board a set of corporate governance principles applicable to the Company; and
- Otherwise taking a leadership role in shaping the corporate governance of the Company.

### **3. Membership**

The Committee shall consist of at least three members of the Board as the Board shall from time to time determine. Each member shall be “independent” as that term is defined by the listing standards of the Nasdaq Stock Market, Inc.

### **4. Appointment and Removal**

The Board shall elect the members of the Committee at its first meeting following the annual meeting of stockholders. Unless the Board elects a Chairman of the Committee, the members of the Committee shall designate a Chairman by a majority vote of the full Committee membership. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board, or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

### **5. Duties, Responsibilities and Authority**

The Committee shall have the following duties, responsibilities and authority:

#### Nominations

- Developing the criteria and qualifications for membership on the Board;

- Considering, recommending and recruiting candidates to be directors;
- Reviewing director candidates recommended by stockholders;
- Reviewing and making recommendations to the Board as to whether directors should stand for re-election;
- Conducting appropriate inquiries into the backgrounds and qualifications of possible director candidates;
- Recommending director nominees for approval by the Board and the stockholders; and
- Recommending nominees for each of the Board's committees.

### Corporate Governance

#### *General*

- Reviewing and recommending to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws; and
- Reviewing the outside activities of senior executives.

#### *Board Oversight*

- Evaluating the effectiveness of the Board and recommending to the Board ways to improve the corporate governance of the Company;
- Annually evaluating the Board's performance;
- Considering matters relating to the retirement of directors, including term limits or age caps;
- Establishing, monitoring and recommending the purpose, structure and operation of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and the periodic rotation of directors among the committees and limitations of service on any committee;
- Facilitating and reviewing programs for continuing education for all directors;
- Developing and recommending to the Board a set of corporate governance principles and periodically reviewing such principles;
- Considering matters of corporate governance and conducting an annual review of the Company's corporate governance principles and the Company's code of ethics;

- Evaluating each request for a waiver of the application of the Company's code of ethics and reporting its findings and recommendations to the full Board; and
- Considering questions of possible conflicts of interest of directors and of the Company's senior executives.

**6. Meetings**

The Committee shall meet as often as may be deemed necessary or appropriate in its reasonable judgment, and in any event no fewer than two times per year, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall from time to time report its activities to the Board.

**7. Committee Action**

A majority of the Committee shall constitute a quorum for the transaction of business. A majority of the members present shall decide any question brought before the Committee. Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Committee.

**8. Performance Review**

The Committee shall conduct a biennial performance evaluation of itself, including a review of the compliance of the Committee with this Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.