

PROCAP FINANCIAL, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Effective as of December 8, 2025)

I. Purpose

The purpose of the Governance Committee (the "Committee") of the board of directors (the "Board") of ProCap Financial, Inc. (the "Company") is to oversee the Company's director nomination and selection processes and the Company's corporate governance policies and procedures.

II. Membership

The Committee shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the rules of The Nasdaq Stock Market LLC ("Nasdaq"), subject to any applicable exceptions.

The members of the Committee shall be appointed by the Board based on recommendations from the Committee. The members of the 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 Committee at any time with or without cause.

III. Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

- A. To determine 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 (the "Director Criteria"). Persons to be nominated:
 - should have demonstrated notable or significant achievements in business, education or public service;
 - should possess the requisite intelligence, education and experience to make a significant contribution to the Board and bring a range of skills, diverse perspectives and backgrounds to its deliberations; and
 - should have the highest ethical standards, a strong sense of professionalism and intense dedication to serving the interests of the stockholders.
- B. To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria, the Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Bylaws and described in the Company's proxy statement or other applicable laws, rules and regulations.
- C. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a shareholder vote at the annual meeting of stockholders, subject to approval by the Board.
- D. To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents,

policies and procedures in the Company's corporate governance framework.

- E. To develop, subject to approval by the Board, a process for an annual evaluation of the Board, its committees and the charters of the committees and to oversee the conduct of this annual evaluation.
- F. To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons annually.
- G. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
- H. To develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair the director's independence.
- I. To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the 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 10-K, as applicable.
- J. To review and resolve potential conflicts of interest involving directors and senior executives.
- K. To develop and recommend to the Board for approval a Chief Executive Officer (the "CEO") succession plan (the "Succession Plan"), to review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for CEO and recommend to the Board any changes to and any candidates for succession under the Succession Plan.
- L. To oversee the Company's environmental, social and governance programs and related disclosures and communications.
- M. To administer policies and procedures for communications with the non-management members of the Company's Board.
- N. To oversee director orientation for new directors and continuing education for the Company directors.
- O. To oversee the evaluation of the performance of the Company's Board and its committees.

IV. Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of any director search firm engaged by the Committee.

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of executive search firms and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of any executive search firm or other advisors.

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V. Structure and Operations

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

The Committee shall meet as often and at such times and places as it deems necessary to fulfill its responsibilities.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The 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 Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

VI. Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VII. Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.