

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

### APPLIED DIGITAL CORPORATION

**As adopted by the Board of Directors, effective April 26, 2024**

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Applied Digital Corporation (the “Company”) is to assist the Board in fulfilling its oversight responsibilities by (i) identifying qualified individuals, consistent with criteria approved by the Board, to stand as nominees for election or re-election at each annual meeting of stockholders of the Company, or special meeting of stockholders of the Company for the purpose of electing one or more directors, or to fill vacancies on the Board, (ii) determining the composition of Board committees, (iii) reviewing corporate governance practices, including as expressed in a set of corporate governance guidelines and (iv) facilitating the annual performance evaluation of the Board and its committees, as further described herein.

The Committee shall be comprised of three or more directors appointed by the Board, each of whom meets the independence requirements of The Nasdaq Stock Market (“Nasdaq”).

The Committee may meet quarterly in connection with the quarterly meetings of the Board and may conduct special meetings in order to discharge its duties and responsibilities only if such a special meeting is: (i) called by the Chair with the concurrence of at least one other member of the Committee; or (ii) is directed to be conducted by the Board.

Minutes of the Committee’s meetings and actions taken without a meeting shall be kept in accordance with the Company’s Bylaws.

While the Committee shall seek to obtain consensus about matters on which it acts, an action approved by the majority of the members of the Committee shall constitute the action of the Committee.

In furtherance of its purpose, the Committee shall:

1. Review periodically the size of the Board and make recommendations to the Board regarding any changes.
2. Recommend to the Board for approval, review the effectiveness of, recommend modifications to and review the Company’s disclosures concerning the Company’s policies and procedures for identifying and screening Board candidates and the process and criteria used to evaluate Board membership, Board committee membership and director independence.
3. Identify, recruit, screen and interview potential candidates to serve as Board members, consistent with criteria approved by the Board from time to time, and recommend (i) the director nominees to be selected by the Board to stand for election or re-election at the annual meeting of stockholders of the Company, or special meeting of stockholders of the Company for the purpose of electing one or more directors, and (ii) director candidates to be elected by the Board to fill vacancies and newly created directorships.
4. Review periodically the committee structure of the Board and recommend to the Board any changes to committee structure, the appointment of directors to Board committees and the assignment of committee chairs.

5. Review the Board's leadership structure and review and approve Company disclosures relating to Board leadership.
6. Recommend to the Board action to be taken with respect to any offer of resignation (i) from a director who did not receive a majority of votes cast at his or her election or (ii) from a director who has experienced a significant change in his or her principal business, professional position, employment or responsibility.
7. Review and approve any requests from directors and executive officers to stand for election to or serve on any outside for-profit boards of directors.
8. Review annually the Company's Corporate Governance Guidelines and recommend amendments for Board approval.
9. Review annually the Company's Code of Conduct and recommend amendments for Board approval. Review and grant (i) any waiver of the Code of Conduct for an officer or a director and (ii) any approval, requested by an officer or director, in respect of (a) a situation, transaction or relationship that may give rise to conflict of interest involving such officer or director or (b) a business opportunity that such officer or director discovers through the use of Company property or information or through his or her position with the Company. Any such waivers or approvals must be granted in writing.
10. Review periodically in coordination with the chief compliance officer (who shall be the General Counsel, or in the absence thereof, the Chief Financial Officer, unless another person has been designated by the Board) the Company's compliance and ethics programs, including education and communications regarding compliance and ethics.
11. Determine stock ownership guidelines for the Company's directors and monitor compliance with such guidelines.
12. Provide oversight of an annual self-evaluation of the Board and its committees.
13. Oversee an orientation program for new directors and a continuing education program for all directors.
14. Review procedures for stockholders and other interested parties to communicate with the Board and advise the Board on engagement with stockholders.
15. Review the Company's policies and programs concerning corporate social responsibility, including environmental, social and governance (ESG) matters. Provide guidance to the Board and management with respect to trends and developments regarding environmental, social, environmental and political matters that could significantly impact the Company.
16. Review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.
17. Review and report to the Board periodically on executive officer succession planning and leadership development processes.
18. Report regularly to the Board on the activities of the Committee.

19. Conduct an annual evaluation of the Committee's performance.
20. Review the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
21. Perform such other duties and responsibilities as reasonably determined by the Committee to be consistent with its mandate (under this Charter, the Company's bylaws, governing law, the rules and regulations of Nasdaq, the federal securities laws and such other requirements applicable to the Company) or as further delegated to the Committee by the Board. This includes the authority to conduct or authorize investigations into any matter, including, but not limited to, complaints relating to matters within the scope of duties and responsibilities delegated to the Committee.
22. Oversee compliance with the Company's Board of Directors External Communications Policy and recommend actions to the Board to be taken in the event of a director's non-compliance with such Policy.

The Committee shall have authority to retain such search firms, outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expenses related to any external advisors and for the ordinary administrative expenses of the Committee.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

***Limitation of the Committee's Role***

The Committee has only the functions set forth in this Charter.