BLAIZE HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As of July 7, 2026)

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "NCG Committee") of the board of directors (the "Board") of Blaize Holdings, Inc. (the "Company") is to exercise general oversight with respect to the governance of the Board by:

1. reviewing the qualifications of, and recommending to the Board, proposed nominees for election to the Board and its committees, consistent with criteria approved by the Board;
2. developing, evaluating and recommending to the Board corporate governance practices applicable to the Company; and
3. facilitating the annual performance review of the Board and its committees.

MEMBERSHIP

<u>Size</u>: The NCG Committee shall consist of three or more members of the Board of Directors.

<u>Independence</u>: Each member of the NCG Committee shall be independent in accordance with the listing rules of the Nasdaq Stock Market, Inc. ("NASDAQ").

<u>Appointment/Term/Removal</u>: The members of the NCG Committee shall be appointed by the Board. The members of the NCG 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 NCG Committee at any time with or without cause.

STRUCTURE AND OPERATIONS

<u>Membership</u>: The Board shall designate a member of the NCG Committee as the chairperson.

<u>Chairperson</u>: The chairperson of the Committee (or, in the chairperson's absence, a member designated by the chairperson or the Committee) shall preside at each meeting of the Committee, set the agendas for the Committee meetings, and report regularly to the Board regarding the Committee's activities. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members, provided that the Board may replace any chairperson designated by the Committee at any time.

<u>Meetings</u>: The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee. The NCG 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. The NCG 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 NCG Committee may invite any individuals to its meetings as it deems appropriate. However, the NCG Committee shall meet regularly without such individuals present.

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

Outside Advisors: The NCG Committee shall have the authority, in its sole discretion, to retain and terminate a director search firm, outside legal counsel, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the NCG Committee shall not be required to implement or act consistently with the advice or recommendations of any director search firm, outside legal counsel, or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the NCG Committee to exercise its own judgment in fulfillment of its duties under this Charter. The NCG Committee shall set the compensation and retention terms and oversee the work of any director search firm, outside legal counsel, or any other advisors.

Any director search firm and any other advisors retained by the NCG Committee shall be independent as determined in the discretion of the NCG Committee.

Funding: The NCG Committee shall receive appropriate funding from the Company, as determined by the NCG Committee in its capacity as a committee of the Board, for the payment of compensation to any director search firm, outside legal counsel and any other advisors, and the ordinary administrative expenses of the NCG Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: To the extent allowed by applicable law and the listing rules of NASDAQ, the NCG 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 NCG Committee may deem appropriate in its sole discretion, so long as any such committee is comprised entirely of independent directors and has a written charter.

DUTIES AND RESPONSIBILITIES

The NCG Committee shall have the following authority and responsibilities:

1. Director Qualifications: To determine the qualifications, qualities, skills, independence, 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").

2. Director Nominee Identification/Screening: To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria, and make a recommendation to the Board regarding which candidate(s) to select for vacancies. The NCG Committee shall review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.

3. Board Refreshment: To review the size of the Board and ensure that qualified director candidates with a diversity of gender, sexual orientation, race, ethnicity, geography, age, 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.

4. Stockholder Director Nominations: To 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.

5. Stockholder Proposals: To review stockholder proposals and recommend Board responses.

6. Stockholder Engagement: To oversee engagement with stockholders and proxy advisory firms, and to review proxy advisory firm policies and voting recommendations.

7. Third Party Director Nomination Rights: Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.

8. 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 of Directors or submitted to a stockholder vote at an annual or special meeting of stockholders.

9. Board Leadership: To review the Board's leadership structure and recommend changes to the Board as appropriate, including separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director, either permanently or for specific purposes, and making such recommendations to the Board as the Committee deems appropriate.

10. Board Committee Membership: To review each of the Board's committee 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 chairperson annually.

11. Independence and Conflicts of Interest: Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers, including any potential conflicts with respect to serving on outside for-profit boards of directors.

12. Corporate Governance Documents: To renew, propose changes to the Board, or develop, as needed, the Company's certificate of incorporation, bylaws, code of ethics, corporate governance guidelines, and other corporate governance policies. The code of ethics will be reviewed at least annually.

13. Corporate Governance Disclosure: To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the NCG 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.

14. Corporate Governance Trends: To review emerging corporate governance trends, best practices, and regulations applicable to the corporate governance of the Company.

15. 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. To evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.

16. Board and Management Performance Evaluations: To develop a process for a periodic evaluation of the Board and its committees and management and to oversee the conduct of this evaluation.

17. NCG 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 NCG Committee shall conduct this evaluation in such manner as it deems appropriate.

18. NCG Committee Charter Review: To review this Charter periodically and recommend any proposed changes to the Board for approval.