

# **REX American Resources Corporation**

## **Nominating/Corporate Governance Committee Charter**

### **I. Purpose**

The Nominating/Corporate Governance Committee of the Board of Directors (the “Board”) shall (i) identify and screen individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend that the Board select the director nominees for the next annual meeting of stockholders, (ii) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company and (iii) oversee the evaluation of the Board and management.

### **II. Committee Membership**

The Nominating/Corporate Governance Committee shall be comprised of at least three directors of the Company. Each member of the Nominating/Corporate Governance Committee shall satisfy the independence requirements of applicable law and the listing standards of the New York Stock Exchange. The Board shall appoint the members of the Nominating/Corporate Governance Committee[ based on recommendations from the Nominating/Corporate Governance Committee]. The members of the Nominating/Corporate Governance Committee shall serve until their successors are appointed and qualify, and shall designate the Chairman of the Nominating/Corporate Governance Committee.

The Nominating/Corporate Governance Committee shall meet periodically as necessary to discharge its duties and responsibilities. The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are comprised entirely of independent directors.

The Board may remove any member from the Committee at any time with or without cause. Resignation or removal of a member of the Nominating/Corporate Governance Committee from the Board for any reason shall automatically constitute resignation or removal, as applicable, from the Nominating/Corporate Governance Committee.

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

The Nominating/Corporate Governance Committee shall have the following authority, duties and responsibilities:

- Assist in identifying, interviewing, recruiting and evaluating candidates for the Board.
- Annually present to the Board a slate of individuals recommended for nomination for election to the Board at the annual meeting of stockholders, which will include assessing the contributions and independence of individual incumbent directors.

- 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.
- Consider any director candidates properly recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement and applicable governing documents.
- Review directors standing for re-election on the basis of qualifications, contribution, ability to serve, conflicts of interest and other relevant factors.
- Review and recommend to the Board, from time to time, the desired experience, skills, characteristics and composition of the Board, including size, competencies, experience, background, and other appropriate qualities of directors.
- Establish standards and processes for director evaluation and selection.
- Review the composition of each committee of the Board and make recommendations to the Board for appointment of directors to serve as members of each committee and committee chairs as needed.
- Oversee the evaluation of the Board, individual Board members and the senior executives of the Company, and make recommendations to the Board as appropriate.
- [Periodically review with the Chief Executive Officer of the Company the plans for succession to the offices of the Company's Chief Executive Officer and other key executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.]
- Develop and recommend to the Board a set of Corporate Governance Guidelines of the Company. Monitor compliance with the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
- Develop and recommend to the Board a Code of Business Conduct and Ethics for directors, officers and employees of the Company, and based on a periodic review, make recommendations for change as appropriate. The Committee shall consider any requests for waivers from the Code of Business Conduct and Ethics.
- Make regular reports to the Board.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- Annually review the Nominating/Corporate Governance Committee's own performance.

The Nominating/Corporate Governance Committee shall have sole authority to retain and terminate any search firm used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company shall provide appropriate funding, as determined by the Nominating/Corporate Governance Committee in its capacity as a committee of the Board of Directors, for payment of (i) compensation to any search firm and internal or external legal, accounting or other advisors, and (ii) ordinary administrative expenses of the Nominating/Corporate Governance Committee that are necessary or appropriate in carrying out its duties.

Adopted: March 30, 2004 (Revised May 28, 2026)