

**HOLLEY INC.**  
**NOMINATING AND GOVERNANCE**  
**COMMITTEE CHARTER**

1. Members. The Board of Directors (the “Board”) of Holley Inc. (the “Company”) appoints a Nominating and Governance Committee of at least three members, consisting entirely of independent directors, and designates one member as chairperson. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange definition of “independence,” as determined by the Board. Members of the Nominating and Governance Committee shall be removed by the Board.

2. Purpose, Duties and Responsibilities. The purpose, duties and responsibilities of the Nominating and Governance Committee are to oversee the development and implementation of succession plans for the Board; identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board the Company’s director candidates for election at the annual meeting of stockholders; develop and recommend to the Board a set of corporate governance principles (“Corporate Governance Guidelines”) and a Code of Business Conduct and Ethics applicable to the directors, officers and associates of the Company (the “Code of Conduct”); and perform a leadership role in shaping the Company’s corporate governance.

Among its specific duties and responsibilities, the Nominating and Governance Committee will:

- (a) Periodically review, and recommend to the Board, the skills, experience, characteristics and other criteria for identifying and evaluating directors.
- (b) Annually evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole and in individual directors, and to assess the criteria that may be needed in the future.
- (c) Identify, review the qualifications of, and recruit new candidates for election to the Board.
- (d) As part of the search process for each new director, include women and minorities in the pool of candidates (and instruct any search firm the Nominating and Governance Committee engages to do so), and interview at least one woman and one minority candidate.
- (e) Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (f) Discuss succession planning for the Board and key leadership roles on the Board and its committees;
- (g) Establish procedures for the consideration of Board candidates recommended for the Nominating and Governance Committee’s consideration by the Company’s stockholders.
- (h) Recommend to the Board the Company’s candidates for election or reelection to the Board at each annual stockholders’ meeting, subject to the Board’s staggered three-year terms.
- (i) Recommend to the Board candidates to fill vacancies and newly created directorships.
- (j) Annually review and assess the adequacy of the Corporate Governance Guidelines, Code of Conduct and any other applicable policies of the Company and recommend changes related to any such policies to the Board as appropriate.

- (k) Annually review the Board's leadership structure and recommend changes to the Board as appropriate.
- (l) Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
- (m) Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.
- (n) Review directorships at other for-profit organizations offered to directors and senior officers of the Company.
- (o) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- (p) Oversee the orientation process for new directors and ongoing education for directors.
- (q) Oversee the annual evaluation of the Board and its committees.
- (r) Oversee the Company's stockholder engagement program, and make recommendations to the Board regarding its involvement in stockholder engagement.
- (s) Oversee the Company's environmental, social and governance ("ESG") programs, policies and activities, monitor developments and emerging trends relating to ESG issues, and report to the Board on a periodic basis on such matters.
- (t) Annually evaluate the performance of the Nominating and Governance Committee and the adequacy of the Nominating and Governance Committee's charter and recommend changes to the Board as appropriate.

3. Subcommittees. The Nominating and Governance Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.

4. Outside advisers. The Nominating and Governance Committee will have the authority, in its sole discretion, to retain, obtain or terminate any consultant, independent legal counsel, expert, or other adviser as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisers retained by the Nominating and Governance Committee, at the Company's expense.

5. Meetings. The Nominating and Governance Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Nominating and Governance Committee or its chairperson determines. A majority of the members of the Nominating and Governance Committee constitutes a quorum. The Nominating and Governance Committee will report regularly to the full Board with respect to its activities.

*Amended: August 8, 2023.*