

QUANTINUUM INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As of June 3, 2026)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Quantinum Inc. (the “Company”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of corporate governance guidelines and to oversee the evaluation of the Board.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”), subject to any available exception. As provided in the Stockholder Agreement, dated June 3, 2026 (as amended, restated, supplemented or otherwise modified from time to time, the “Stockholder Agreement”) between the Company and Honeywell International Inc. (“Honeywell”), for so long as Honeywell is entitled to designate an individual for nomination to the Board pursuant to the Stockholder Agreement, at least one member of the Committee shall be a Honeywell-designated director (subject to such individual’s satisfaction of any applicable requirements under applicable law or Nasdaq rules after taking into account any available phase-in periods).

Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee. The Chair of the Committee shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company's bylaws.

IV. Duties and Responsibilities

1. *Director Nominees.* Subject to the rights and obligations set forth in the Stockholder Agreement, the Committee must identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently independent backgrounds who contribute to the mix of experience, backgrounds, qualifications and skills of the Board. The Committee must also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines (the "Corporate Governance Guidelines"), and such other criteria as the Board or the Committee may determine necessary or appropriate in light of applicable U.S. Securities Exchange Commission and Nasdaq requirements.

3. *Board Committee Structure and Membership.* The Committee must annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. *Board Leadership Structure.* The Committee must annually review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board.

5. *Corporate Governance Guidelines.* The Committee must develop and recommend to the Board the Corporate Governance Guidelines. The Committee must, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. *Director Changes in Position or Circumstances.* The Committee must review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board.

7. *Board Evaluations.* The Committee must oversee the annual self-evaluations of the Board and its committees.

8. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

9. *Environmental and Social Responsibility Matters.* The Committee must periodically review, and provide oversight with respect to, the Company's strategy, initiatives, policies and risks concerning environmental and social responsibility matters, including political contributions, lobbying and trade association activities that relate to the Company's public policy objectives (with the Talent and Compensation Committee having primary responsibility for matters relating to human capital management).

10. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

11. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

12. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee to the extent permissible under the Company's certificate of incorporation, bylaws, applicable laws and regulations and Nasdaq rules.

VI. Stockholder Agreement

For so long as the Stockholder Agreement is in effect, this Charter will be interpreted to be consistent with such agreement (as such agreement may be amended, supplemented or modified from time to time) and to the extent that there are any provisions of this Charter that are inconsistent with the rights and obligations set forth in the Stockholder Agreement, the provisions of the Stockholder Agreement shall supersede and control over any such conflicting provision.