

PARAMOUNT SKYDANCE CORPORATION NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Paramount Skydance Corporation (the “Company”) is established by the Board for the following primary purposes: (1) assisting the Board by identifying individuals qualified to become Board members and recommending to the Board director nominees to stand for election at the next annual meeting of stockholders, (2) making recommendations to the Board as to the independence of each director, (3) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, (4) leading the Board in its periodic performance self-evaluation, including establishing criteria to be used in connection with such evaluation, (5) developing and making recommendations to the Board with respect to the Company’s Corporate Governance Guidelines, and (6) overseeing and monitoring significant issues impacting the Company’s culture and reputation, as well as its handling of sustainability matters.

Composition

1. Members. Subject to the terms of the Company’s Amended and Restated Certificate of Incorporation (the “COI”) and Amended and Restated Bylaws (the “Bylaws” and, together with the COI, the “Governing Documents”), the Committee shall consist of as many members as the Board shall determine, but in any event not fewer than two members. The members of the Committee shall be appointed annually by the Board, taking into account the recommendation of the Committee and subject to the terms of the Governing Documents.
2. Qualifications. Each member of the Committee shall meet the criteria for independence under the Nasdaq Stock Market LLC (“Nasdaq”) listing rules, subject to any available exception, and shall have the experience, qualifications, attributes and/or skills deemed necessary by the Board to serve on the Committee.
3. Chair. The Chair of the Committee shall be designated by the Board, taking into account the recommendation of the Committee.
4. Removal and Replacement. The members of the Committee may be removed, with or without cause, and any vacancies on the Committee shall be filled, by the Board, taking into account the recommendation of the Committee and subject to the terms of the Governing Documents.

Operations

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings. In general, directors who are not Committee members may attend meetings of the Committee, except when the Chair of the Committee determines otherwise, but may not vote on actions taken by the Committee. The Committee shall periodically meet in executive session without management.

2. Quorum; Voting. As provided in the Bylaws, each of (i) the number of the directors then serving on the Committee and holding a majority of the voting power of the Committee and (ii) a majority of the directors then serving on the Committee shall constitute a quorum for purposes of conducting business at a meeting of the Committee; provided that if two (2) consecutive meetings of the Committee called in accordance with the Bylaws fail to achieve a quorum, then a third meeting may be called in accordance with the Bylaws and at such meeting (x) the number of directors then serving on the Committee holding a majority of the voting power of the Committee and (y) one-third of the directors then serving on the Committee shall constitute a quorum. As provided in the Bylaws, the vote of the directors holding a majority of the voting power of directors present at any Committee meeting at which a quorum is present shall be the act of the Committee, except as may be otherwise specifically provided by law or the COI.
3. Agenda. The Chair of the Committee shall develop and approve the Committee's agenda, in consultation, as appropriate, with other members of the Committee. Each member of the Board and members of management are free to suggest the inclusion of items on the agenda by communicating directly with the Chair of the Committee. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be provided to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
4. Report to the Board. The Committee shall report regularly to the entire Board and shall make available to the Board the minutes of its meetings.
5. Self-Evaluation; Review and Assessment of Charter. The Committee shall conduct a periodic performance self-evaluation and shall report to the entire Board the results of the self-evaluation. The Committee shall review and assess the adequacy of this charter periodically, or more frequently as the Committee may determine, and recommend any changes to the Board.

Authority and Duties

1. The Committee may, in its sole discretion, retain or obtain the advice of independent legal counsel, search firms to identify director candidates and other advisors (each, an "Advisor"). The Committee shall be directly and solely responsible for the appointment, retention, direction, compensation and oversight of the work of any Advisor retained by the Committee, and shall have sole power and authority to terminate any such Advisor's services. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an Advisor retained by the Committee.
2. The Committee shall identify and recommend to the Board candidates for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in the Company's Corporate Governance Guidelines and this charter. The Chair of the Committee, in conjunction with the Chair of the Board and the entire Board, shall extend invitations to join the Board to the selected candidates.

3. The Committee shall review qualified candidates for the Board recommended by stockholders, subject to the terms of the Governing Documents. The process for stockholders to submit their recommendations for candidates for the Board will be disclosed in the Company's annual proxy statement.
4. The Committee shall review with the Board, on an annual basis, the appropriate size and the current composition of the Board in light of Board's anticipated needs, and the characteristics of independence, age, skills, experience, availability of service to the Company, tenure of its members, and such other attributes as the Committee shall deem relevant to an individual's qualifications to serve on the Board and its committees. The Committee shall review with the Board the appropriate skills and characteristics required of Board members.
5. The Committee shall make recommendations to the Board as to the independence of each director, annually prior to their standing for election to the Board and at such other times as the Board deems appropriate.
6. The Committee shall, upon a significant change in a director's personal circumstances (including a change in principal occupation), in the event a significant ongoing time commitment arises that may be inconsistent with a director's service on the Board or, in the case of an independent director, in the event of a change in circumstances that would result in the director no longer being considered independent, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Guidelines, the continued membership of such director on the Board or a committee, as applicable.
7. The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance, as well as the Company's compliance with its Corporate Governance Guidelines and applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any action to be taken, as the Committee may deem appropriate.
8. The Committee shall review periodically the Company's COI, Bylaws, Corporate Governance Guidelines and committee charters and propose modifications for the Board's consideration as appropriate.
9. The Committee shall review on an annual basis the Board's committee structure and recommend to the Board for its approval directors to serve as members and chairs of each committee, subject to the terms of the Governing Documents. The Committee shall recommend members to fill vacancies on committees as needed and subject to the terms of the Governing Documents.
10. The Committee shall establish criteria and processes for, and lead the Board in, its periodic performance self-evaluation. The Committee shall also establish criteria for the self-evaluations of each committee.
11. The Committee shall oversee and monitor significant issues impacting the Company's culture and reputation, as well as its strategy, initiatives, policies and

risks concerning sustainability matters. The Committee's oversight responsibility shall be conducted in collaboration with other committees of the Board, as appropriate.

12. The Committee shall 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.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight function. The Committee has the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate and in accordance with applicable laws and regulations. In discharging its oversight role, the Committee shall have full access to the Company's senior management and employees and all Company books, records and facilities.