

Committee Charter

of the

Governance and Sustainability Committee

of

Aebi Schmidt Holding AG

with registered office in Frauenfeld, Switzerland

(the "**Company**")

dated 23. June 2025

1 General provision	3
2 Role	3
3 Composition	3
3.1 Independence	3
3.2 Appointment	4
4 Meetings	4
4.1 Schedule	4
4.2 Minutes and reports	4
5 Responsibilities	4
6 Criteria for Director Nominees	6
7 Nomination Process	7
8 Committee Resources	8

1 General provision

- 1 This committee charter (the "**Charter**") governs the organization and operation of the Governance and Sustainability Committee (the "**Committee**") of the Company's board of directors (the "**Board of Directors**") and has been approved by the Board of Directors. All amendments to this Charter shall be approved by the Board of Directors.

2 Role

- 2 The Committee shall support the Board of Directors in fulfilling its responsibility to the shareholders and under applicable rules and regulations relating to the Company's corporate governance and oversight of the Company's environmental, social, and governance ("ESG") initiatives. The Committee shall identify and recommend for nomination or selection by the Board of Directors individuals qualified to become directors for each vacancy that occurs and for each election of directors. The Committee may also develop, recommend and, as necessary, update corporate governance principles and policies applicable to the Company.

3 Composition

3.1 Independence

- 3 The Committee shall be comprised of not less than three (3) members (the "**Committee Members**"). The Committee Members:
 - a) Shall be Independent Directors, as defined in the Listing Rules of the Nasdaq Stock Market.
 - b) Shall be independent of management and the Company and its subsidiaries. Committee Members shall be considered independent if they have (i) no relationship that may interfere with the exercise of their independence from management and the Company, (ii) receive, directly and indirectly, only the directors' fees and other compensation that is permitted under applicable laws, rules and regulations, including rules and regulations of the Securities and Exchange Commission (the "**Commission**") and applicable rules, listing standards and other requirements of The Nasdaq Stock Market, Inc. (collectively, "**Laws**"), (iii) are not affiliated persons (as defined in applicable Laws) of the Company or any of its subsidiaries, and (iv) otherwise qualify as independent under applicable Laws. Notwithstanding the above, one director who is not independent may serve as a Committee Member as and if permitted by applicable Laws. For the avoidance of doubt, the fact that a director has been nominated by a shareholder pursuant to a nomination right under the Articles or otherwise shall not, in and of itself, disqualify the director from being deemed "independent".

- 4 Any questions concerning a director's independence or qualification to serve on the Committee will be determined by the Board of Directors in its business judgment and in accordance with applicable Laws and any guidelines established by this Committee.

3.2 Appointment

- 5 The Committee Members shall be appointed annually by the Board of Directors. The Board of Directors shall designate one Committee Member as the chairperson (the "**Chairperson**"). Committee Members may be removed and replaced by the Board of Directors.

4 Meetings

4.1 Schedule

- 6 The Committee shall hold a regular meeting at least twice each year. Each regularly scheduled meeting of the Committee shall conclude with an executive session of the Committee on such terms and conditions as the Committee may determine. Special meetings of the Committee may be called by the Chairperson or pursuant to any other procedures established by the Committee. Pre-meeting materials are expected to be distributed to Committee Members in sufficient time prior to meetings to permit review by Committee Members before such meetings. Committee Members are expected to review those materials before each meeting. Meetings will focus on substantive issues of current importance and be of duration adequate to permit full discussion of all agenda items.

4.2 Minutes and reports

- 7 The Committee shall keep written minutes of its meetings, including a report of all actions taken by it. Such minutes shall be delivered to the Board of Directors and shall be maintained with the books and records of the Company.

5 Responsibilities

- 8 The Committee shall have the following authority, duties and responsibilities:

1. Composition of the Board of Directors – Standards and Needs

- a) Review the composition and size of the Board of Directors in order to ensure the Board of Directors has the proper expertise and independence.
- b) Establish qualification standards for membership on the Board of Directors and any committee of the Board of Directors consistent with the criteria set forth in applicable Laws and this Charter and establish guidelines for what constitutes "independence" for outside directors, consistent with Laws.

- c) Plan for continuity on the Board of Directors as existing members of the Board of Directors retire from or rotate off the Board of Directors.
- d) Review the composition and size of the Company's subsidiaries' boards of directors to ensure that such boards of directors have the proper expertise.

2. Composition of the Board of Directors and the Committee – Nominations

- a) Recommend for selection by the Board of Directors nominees for election to the Board of Directors, including a sufficient number of nominees who will qualify as "independent" pursuant to applicable Laws.
- b) Review any director candidates recommended by the Company's shareholders and review compliance with all director nomination procedures, including those set forth in the Company's Articles as well as applicable Laws.
- c) Recommend for selection by the Board of Directors candidates for membership in the various committees of the Board of Directors and recommend, where required, only nominees who will qualify as "independent", together with such other qualifications as may be specifically required, pursuant to applicable Laws.
- d) Recommend to the Board of Directors any directors to be elected to fill vacancies on the Board of Directors, including, where required, nominees who will qualify as "independent" pursuant to applicable Laws.
- e) Recommend to the Board of Directors the individual director to be designated as the chairperson of each of the various Board of Directors' committees.

3. Corporate Governance Matters

- a) Develop and recommend to the Board of Directors corporate governance principles that address independence and leadership, size and composition, meetings and committee structure of the Board of Directors.
- b) Annually review the Company's adherence to its corporate governance principles, report to the Board of Directors and recommend appropriate modifications.
- c) Establish subcommittees of the Committee, with such powers and authority as specifically determined and delegated by the Committee.
- d) Provide the Board of Directors with regular reports, as considered necessary or appropriate by the Board of Directors, on the Committee's decisions and activities.

- e) Assess and recommend for approval of the Board of Directors changes to the documents and policies relating to the Company's corporate governance, to the extent specific matters are not the assigned responsibility of other committees of the Board of Directors.
- f) Oversee the review and approval of the Company's Code of Conduct.
- g) Review and assess this Charter from time to time and recommend any amendments to the Board of Directors.
- h) Undertake such other responsibilities as required by applicable Laws.

4. Evaluation of the Board of Directors and Training

- a) Sponsor and oversee performance evaluations for the Board as a whole and individual directors, which shall be done at least once every three (3) years.
- b) Develop, recommend and review the Company's (a) orientation program for new directors, and (b) continuing education programs for incumbent directors.

5. Conflicts and Other Directorship

- a) Review other directorships, positions, mandates and agreements of members of the Board of Directors to determine existing or potential conflicts of interest.
- b) Examine and, if appropriate, clear actual and potential conflicts of interest a member of the Board of Directors may have, and issue to a member of the Board of Directors having an actual or potential conflict of interest, instructions on how to conduct himself/herself in matters before the Board of Directors which may pertain to that conflict.

6. Sustainability

- a) Oversee the Company's framework, including review of the Company's policies, practices and performance with respect to significant environmental, social and governance issues and alignment of such efforts with the Company's overall strategy.
- b) Review and recommend for approval of the Board of Directors the non-financial report of the Company.

6 Criteria for Director Nominees

In considering possible candidates for election as a director, the Committee and the other directors should be guided by applicable rules and regulations, the general goals set forth above and the following criteria.

1. Each candidate should:

- a) Be an individual of the highest character and integrity;
- b) Be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
- c) Possess substantial and significant experience that would be of particular importance to the Company in the performance of the duties of a director;
- d) Have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director;
- e) Have the capacity and desire to represent the balanced, best interests of the shareholders as a whole; and
- f) Contribute to the Board of Director's diversity and balance, including differences of viewpoint, professional experience, education, skill and other individual qualities and attributes that contribute to board heterogeneity.

2. Additional characteristics that are important in the nomination of director candidates include:

- a) A strong understanding of financial statements.
- b) Experience functioning at an executive level with profit and loss responsibility.
- c) Experience with publicly traded companies.
- d) Relevant experience in a company that is niche-oriented, is focused on performance-oriented products, is technology driven and/or operates in a lean manufacturing environment.
- e) Familiarity with the political environment in key markets and the Company's status as a Swiss entity.
- f) During the initial three years after the closing of the Company's merger with The Shyft Group, Inc.: Appropriate skills and experience considering the integration needs of the Company.

7 Nomination Process

- 9 Nominations of candidates for election to the Company's Board of Directors at any annual meeting of shareholders or at any special meeting of shareholders called for election of directors may be made by the Board of Directors or by a shareholder of record of shares of a class entitled to vote at such meeting. To make such a

nomination, shareholders must comply with the notice requirements set forth in the Company's Articles and applicable Laws.

- 10 In addition to the preceding paragraph, PCS (as defined in the Articles) may make nominations in accordance with the Articles.

8 Committee Resources

- 11 The Committee may engage external advisors at the expense of the Company for the purpose of advising the Committee regarding its duties and responsibilities, including the search for qualified directors. The Committee will have the sole authority to retain and terminate any such advisors (including authority to determine and approve related fees and retention terms), and advisors must report directly to the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to such advisors and for the administrative expenses of the Committee.