CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF PASQAL HOLDING SA

(Adopted and approved on August 27, 2026)

1. Purpose

1.1 The purpose of the Nominating and Corporate Governance Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Pasqal Holding SA (the "***Company***") is to (i) assist the Board by identifying prospective director nominees and recommending to the Board the director nominees for the next annual meeting of shareholders; (ii) recommend to the Board the directors that shall serve on each committee of the Board; (iii) develop and recommend to the Board the governance guidelines applicable to the Company and any amendments thereto; (iv) oversee the evaluation of the Board, its committees and management, and each director; (v) monitor and oversee governance and compliance matters; (vi) oversee the Company's strategy on global corporate social responsibility and environmental, social and governance matters; and (vii) make recommendations to the Board regarding affairs relating to the directors, including director compensation in conjunction with the Compensation Committee.

1.2 The Board and management shall ensure that the Committee has adequate funding and other resources and authority to discharge its responsibilities as determined by the Committee.

1.3 The operation of the Committee shall be subject to this charter, the Company's articles of association (the "***Articles***"), the Internal Regulations of the Board, French law, U.S. securities law, the rules of the exchange upon which the Company's securities are listed for trading, and any other applicable law, each as may be amended from time to time.

2. Membership & Organization

2.1 The Committee shall consist of at least three (3) members of the Board. The members of the Committee shall meet the independence requirements of the exchange upon which the Company's securities are listed for trading and the applicable rules of the United States Securities and Exchange Commission (the "***SEC***"), in each case to the extent applicable.

2.2 The members of the Committee and the chair of the Committee (the "***Chair***") will be appointed by, and serve at, the discretion of the Board and may be replaced by the Board at any time or for any reason.

3. Responsibilities

In addition to such other responsibilities as may be delegated to the Committee from time-to-time by the Board, the Committee shall:

3.1 At least annually review and make recommendations to the Board concerning the composition and organization of the Board and its committees, and identify future requirements;

3.2 Work with the Board on a periodic basis to determine the desired qualifications, expertise, and characteristics for directors, aiming to develop a highly qualified Board with a diverse background and skill set that contributes to a total mix of viewpoints, knowledge and experience; conduct searches for director candidates that have corresponding attributes; and assess the independence of any candidates identified for consideration;

3.3 Evaluate and recommend nominees for election to the Board, consistent with the criteria approved by the Board; consider and evaluate shareholder nominees, including candidates recommended by shareholders or groups of shareholders who satisfy the applicable ownership threshold (including any applicable sliding scale) and the other requirements set forth in Articles L.225-105 and R.225-71 of the French Commercial Code, including: submission of the request by the delivery method required thereunder; evidence of share ownership as of the date of the request and again as of the date of the meeting; a motivated request for inclusion of the relevant item or draft resolution on the agenda, together with, where applicable, the text of the proposed draft resolution and a brief explanatory statement; the information concerning the candidate required under Article R.225-83 of the French Commercial Code; the candidate's written consent to serve if elected; and such other information as the Committee may reasonably require to evaluate the candidate. Any such request that satisfies the foregoing requirements shall be processed for inclusion as required by applicable law, and the Committee shall evaluate the candidate and recommend to the Board whether to support the candidate's nomination for election to the Board;

3.4 Review and discuss with management the disclosures included in the Company's annual or periodic report, proxy statement or other filing with the SEC (or other regulatory body) regarding the Company's governance matters and nomination process;

3.5 Make recommendations for new director orientation and continuing education for Board members;

3.6 Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and review the guidelines on a periodic basis;

3.7 Review proposed changes to the Company's Articles and Internal Regulations of the Board and make recommendations to the Board;

3.8 Review and make recommendations to the Board regarding the manner in which shareholders may send communications to the Board (as a whole or individually), as well as the process by which shareholder communications will be relayed to the Board and what the Board's response, if any, should be;

3.9 Consider questions of possible conflicts of interest of Board members and of executive officers; review actual and potential conflicts of interest of Board members and executive officers, other than related party transactions subject to review by the Audit Committee; and make recommendations to the Board regarding any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity;

3.10 Oversee and review the Company's programs, practices, relevant risks and opportunities, measures, objectives and performance relating to the Company's strategy on global corporate social responsibility and environmental, social and governance matters and related disclosures; and make recommendations to the Board with respect to the integration of such matters into the Company's business strategy and operations when appropriate, to the extent not specifically delegated to other committees;

3.11 Serve as a focal point for communication between director candidates, non-committee directors and the Company's management;

3.12 During such times as the Chairperson also holds the position of CEO or another executive position, or is otherwise not independent, or at any other time as the Board may determine, recommend a lead independent director of the Board for appointment by the independent directors;

3.13 Regularly provide input and guidance regarding the independence of directors, for formal review and approval by the Board, including at least annually in connection with the Company's annual report filing with the SEC;

3.14 Work with the CEO to plan for CEO succession, including developing plans for interim succession for the CEO in the event of an unexpected occurrence;

3.15 Review on a periodic basis and make recommendations to the Board regarding the compensation of non-employee directors, in conjunction with the Compensation Committee;

3.16 Periodically review this charter and make recommendations to the Board with respect to any proposed changes;

3.17 Develop and oversee an annual process for evaluation of the performance of, and compliance with applicable laws and regulations by, the Board, each of its committees and each individual director, including conducting surveys of director observations, suggestions and preferences; and

3.18 Annually review its own performance against the responsibilities outlined in this charter and as otherwise established by the Board.

4. Authority

The authority granted to the Committee under this section is exercised pursuant to the Board's approval of this charter and, in accordance with French law and the Internal Regulations of the Board, remains at all times subject to the Board's ultimate decision-making authority and may be revoked or modified by the Board.

The Committee shall have:

4.1 the authority to form, and delegate authority to, one (1) or more subcommittees, consisting of one (1) or more Committee members, which subcommittee(s) shall have the responsibilities and authority delegated to them, including, if so designated, the full responsibility and authority of the Committee with respect to delegated matters, unless otherwise prohibited by applicable laws or listing standards;

4.2 the authority, at the Company's expense, to retain and terminate any search firm to be used to identify director candidates including authority to approve the search firm's fees and other retention terms; and

4.3 the authority to obtain advice, reports or opinions from internal or external counsel and other expert advisors at the Company's expense.

5. Meetings & Minutes

The Committee shall meet at least one (1) time per year and will also hold such regular or special meetings as its members shall deem necessary or appropriate, in response to the needs of the Board and as necessary to fulfill its responsibilities. The Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings. The Chair may call, or request the Secretary of the Board to convene, meetings of the Committee by notice in accordance with the Internal Regulations of the Board. A majority of the total number of then-serving members of the Committee shall constitute a quorum for the transaction of business at Committee meetings. The approval of a majority of such quorum shall constitute a valid act or recommendation of the Committee at a duly held Committee meeting. The Committee may also act by unanimous written consent of the then-serving members of the Committee.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

6. Reports

The Committee will make regular reports to the Board related to its activities.

7. Compensation

Members of the Committee shall receive such compensation, if any, for their service as Committee members as determined by the Board, within the aggregate amount of remuneration approved at the shareholders' annual ordinary general meeting in accordance with French law. Such compensation may include retainers or per meeting fees and, where permitted by applicable law and any required shareholder authorization, equity awards. Fees or other compensation may be paid in such form of consideration as is determined by the Board, subject to applicable law and the Articles.

8. Website Posting

The Committee's charter shall be made available on the Company's website.