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## Charter of DLH Nominating and Corporate Governance Committee

Date/Rev August 10, 2023

### I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of DLH Holdings Corp. (the "Company") is to assist the Board in fulfilling its responsibility to oversee appropriate and effective governance of the Company. The Committee's responsibilities include the identification and recommendation of qualified candidates for election to the Board; the development and recommendation of appropriate corporate governance principles for the Company; and recommendations regarding proposals submitted by shareholders of the Company.

### II. COMMITTEE MEMBERSHIP

The Committee's composition and qualifications shall meet the requirements of the rules of the NASDAQ Stock Market, as well as any laws and regulations applicable to Nominating/Corporate Governance Committees. The Committee shall consist solely of three or more members of the Board, all of whom shall be independent directors as defined by the rules of the NASDAQ Stock Market, subject to such exceptions to this requirement as may be permitted under the applicable rules of NASDAQ. Members of the Committee shall be appointed by the Board, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

### III. COMMITTEE STRUCTURE AND OPERATIONS

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least two times per year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

On any matters the Committee deems appropriate, the Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee and to provide pertinent information to the Committee.

### IV. COMMITTEE DUTIES AND RESPONSIBILITIES

The following are the duties and responsibilities of the Committee:

1. The Committee shall determine, from time to time as appropriate, the criteria for qualification and process for selection of directors for election to the Board, and shall identify and evaluate



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prospective candidates. The Committee shall also assist the Board in developing a strategy to attract and retain qualified members for the Board. In recommending or nominating candidates to serve on the Board, the Committee shall take into consideration such factors as it deems appropriate, which may include skills, expertise, diversity, strength of character, judgment, relevant industry background, experience with businesses and other organizations, the interaction of the candidate's experience with other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

2. The Committee shall recommend to the Board the slate of nominees of Directors to be elected by the shareholders and any nominee proposed to be elected by the Board to fill a vacancy. Before recommending an incumbent, replacement or additional director, the Committee shall evaluate his or her qualifications, including capability, availability to serve, independence, conflicts of interest, as applicable, an incumbent's desire to continue service on the Board and other factors.
3. The Committee shall make recommendations to the Board regarding Board structure, including the size of the Board, the composition of Board committees, and the directors to be selected for membership on Board committees.
4. The Committee shall develop and make recommendations to the Board for approval standards and processes for determining the independence of Board members that meet the requirements that are currently required by, or as may be adopted from time to time, by the NASDAQ Stock Market and applicable laws and regulations. In addition, in accordance with such processes and using such standards, the Committee shall conduct a preliminary review of the independence of each Director and provide its findings and make appropriate recommendations to the Board.
5. The Committee shall develop, oversee, and make recommendations with respect to orientation programs for new directors and determine whether and what form of continuing education for Directors is appropriate.
6. The Committee shall develop, and make recommendations to the Board, written corporate governance principles, including all subjects required to be addressed by the rules of the NASDAQ Stock Market, any applicable law or regulation and any other matters deemed appropriate by the Committee.
7. The Committee shall periodically review the adequacy and appropriateness of the Company's corporate governance principles and make recommendations to the Board concerning any amendments to those principles.



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8. The Committee shall meet at least twice annually with the Chief Governance Officer of the Company to review the implementation of the Company's governance principles. The Chief Governance Officer shall report any material breach of the governance principles directly to the Committee and make recommendations, where appropriate, on amendments to the governance principles. The Committee shall review material breaches of the governance principles and recommend to the Board appropriate action in response to such breaches.
9. From time to time, the Committee shall make such recommendations to the Board regarding board processes and other items deemed appropriate to improve or ensure the effective functioning of the Board.
10. The Committee shall recommend to the Board the election of the Chairman of the Board and shall undertake periodic evaluations of the Chairman and other members of the Board as the Committee shall deem appropriate.
11. The Committee shall review and make recommendations to the Board regarding shareholder proposals to the Board, including the nomination by any shareholder of a candidate for election as a director of the Company, to the extent that such shareholder proposal or nomination is made in accordance with the Company's By-laws.
12. The Committee shall establish such processes and guidelines as the Committee shall deem appropriate for review and approval of charitable donations by the Company or any foundation controlled by the Company to organizations or entities of which any members of the Board are also members of the board or other governing body or officers.
13. Review and make recommendations to the Board with respect to the appointment of the executive officers of the Company.
14. With respect to environmental, social and governance ("ESG") matters that affect or concern the Company's business strategy and operations (to the extent that such matters are not the responsibility of other committees):
  - a. oversee the extent to which ESG issues impact the Company and its goal to create value for its stockholders;
  - b. evaluate the appropriate focus on ESG matters as regards operational and investment priorities;
  - c. evaluate how responsibility for oversight of the various elements of ESG are allocated among the committees of the Board;



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- d. identify and assess, with management's input, the Company's material risks and opportunities associated with ESG, and the means by which such risks can be mitigated and opportunities effectively pursued;
  - e. assure the Board remains aware of the Company's policies and practices concerning ESG issues; and
  - f. review how the Company communicates its ESG priorities with stockholders and the investment community.
15. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Committee's purpose.

### V. COMMITTEE REPORTS

The Committee shall produce the following reports and provide them to the Board:

1. An annual performance evaluation of the Committee's work, including an evaluation of whether the Committee has performed its duties and met its responsibilities as required by this Charter. As part of the performance evaluation, the Committee shall also consider and recommend to the Board any improvements to the Charter deemed appropriate by the Committee.
2. A summary of the matters discussed, material reviewed and actions taken at each Committee meeting, which shall be presented to the Board at its next meeting.

### VI. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other experts, advisors and consultants to assist in carrying out its duties and responsibilities, and shall have the authority to retain and approve the fees and other retention terms for any external experts, advisors or consultants.