Charter for the Nominating and Corporate Governance Committee of the Board of Directors

PURPOSE:

The purposes of the Nominating and Corporate Governance Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Neighborhood Intelligence, Inc., a Delaware corporation (the "***Company***"), are to:

1. Make recommendations of nominees for election to the Company's Board, make recommendations of individuals to fill vacancies on the Board, and make recommendations of directors to serve as members of the standing committees of the Board; and

2. Develop and recommend to the Board a set of corporate governance principles for the Company.

MEMBERSHIP:

The Committee will be comprised solely of "independent directors," meaning directors who are neither officers nor employees of the Company or its subsidiaries and do not have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Further, each member must otherwise be "independent" under the rules of the Nasdaq Stock Market LLC. Candidates to fill vacancies on the Committee shall be appointed by the Board after considering nominations by the Committee. The members of the Committee serve at the discretion of the Board. Unless a chairperson is appointed by the Board, the Committee shall designate one member of the Committee as its chairperson.

AUTHORITY:

The operation of the Committee is subject to the provisions of the Certificate of Incorporation, as amended, the Bylaws of the Company, as amended, and the Delaware General Corporation Law, each as in effect from time to time. The Committee shall have authority over the matters described below, and such other matters as may be delegated to the Committee by the Board from time to time:

1. The Committee has authority to make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.

2. The Committee has authority to identify individuals it considers qualified to become Board members, consistent with criteria approved by the Board, and to determine the nominees to stand for election as directors at the annual or any special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee has authority to recommend to the Board a nominee to fill such vacancy. The Committee may consider candidates proposed by management, stockholders or others, but is not limited to such candidates. In

all cases the Committee has authority to make a recommendation to the Board as to the class of directors in which a director should serve.

3. The Committee has authority to identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee, taking into account any factors set forth in such committee's charter and any other factors the Committee deems appropriate.

4. The Committee has authority to establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.

5. The Committee has authority to develop and recommend to the Board a set of corporate governance principles for the Company and to review and revise those principles periodically.

6. The Committee has authority to review the charters of each Board committee periodically and to make recommendations for changes to the Board.

7. The Committee has authority to consider any other corporate governance issues that may arise from time to time, and to develop recommendations for the Board.

8. The Committee has authority to periodically review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and to recommend any proposed changes to the Board.

9. 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.

MEETINGS:

The Committee will meet in person or telephonically at least once 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. The Committee may invite any officer of the Company (and any other employee) and other members of the Board to attend any meeting or meetings of the Committee, except for any portions of any meeting where such presence would be inappropriate, as determined by the Committee or its chairperson. The Committee may, in its discretion, delegate all or a portion of its authority to a subcommittee of the Committee.

PERFORMANCE AND CHARTER EVALUATION:

The Committee shall perform a periodic evaluation of the Committee's performance under this charter. The evaluation shall be conducted in such manner as the Committee deems appropriate. The chairperson shall discuss the conclusions of the evaluation with the Board.

The Committee has authority to periodically review and reassess this charter and submit any recommended changes to the Board for its consideration.

RESOURCES AND AUTHORITY:

The Committee shall have the resources and authority appropriate to fulfill its purposes, including full authority to select, retain, terminate, and approve the fees and retention terms of counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The Committee shall have full authority to retain consultants or search firms to identify director candidates, but shall not be under any obligation to do so.

MINUTES AND REPORTS:

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee, and the Secretary of the Company. The chairperson of the Committee (or any acting chairperson in the absence of the chairperson) will report to the Board at least once per year, or whenever requested to do so by the Board.

Effective: November 1, 2026