

## RESERVOIR MEDIA, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Effective July 28, 2021

#### I. Purpose

The nominating and corporate governance committee (the “*Committee*”) of the board of directors (the “*Board*”) of Reservoir Media, Inc., a Delaware corporation (the “*Company*”), shall:

- (a) identify individuals qualified to become members of the Board, consistent with criteria approved by the Board;
- (b) recommend to the Board for approval director nominees, consistent with the Company’s director qualifications criteria and any obligations under its contractual arrangements;
- (c) develop and recommend to the Board for approval corporate governance guidelines applicable to the Company; and
- (d) oversee the evaluation of the Board.

#### II. Organization

The Committee shall consist of three (3) or more directors, each of whom shall satisfy the applicable independence requirements of the Company’s corporate governance guidelines, the Nasdaq Stock Market and any other applicable regulatory requirements. At least one (1) member of the Committee shall have experience in matters relating to corporate governance, either as a professional or as a business executive.

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee’s chair shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chair by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company’s corporate governance guidelines, the Nasdaq Stock Market and any other applicable regulatory requirements.

#### III. Meetings

The Committee shall meet at least four (4) times per year, or more frequently as circumstances require. Meetings shall be called by the chair of the Committee or, if there is no chair, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company’s organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

#### IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board for approval the criteria for membership on the Board, including as to director independence and diversity, and periodically review these

qualifications with the Board.

2. Identify individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board and recommend to the Board the director nominees for the next annual meeting of stockholders or to fill vacancies on the Board. As part of this process, the Committee shall formally review each director's continuation on the Board every three (3) year. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems necessary or appropriate, including the requirements of the Company's corporate governance guidelines and any other criteria approved by the Board.
3. Develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by stockholders of the Company and review the qualifications of such candidates pursuant to these policies and procedures.
4. Review and make recommendations to the Board with respect to the size, composition and organization of the Board and committees of the Board.
5. Review and make recommendations to the Board with respect to processes of the Board, including the calendar, agenda and information requirements for meetings of the Board and its committees, executive sessions of non-management directors and executive sessions of independent directors.
6. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the Company's corporate governance guidelines, the Nasdaq Stock Market or any other applicable regulatory requirements.
7. Review and recommend to the Board for approval the compensation of non-executive directors for their service on the Board.
8. Develop and recommend to the Board for approval the Chief Executive Officer (the "*CEO*") and executive officer succession plan (the "*Succession Plan*"), develop and recommend to the Board for approval an interim CEO succession plan in the event of an unexpected occurrence and, as the Committee deems necessary or appropriate, review the Succession Plan from time to time with the CEO and any other executive officers and recommend to the Board for approval any changes to, or candidates for succession under, the Succession Plan.
9. Oversee the annual evaluation of the Board and its committees.
10. Develop, review and assess the adequacy of the Company's corporate governance principles and guidelines annually and recommend to the Board any changes the Committee deems necessary or appropriate.
11. Oversee the Company's orientation programs for new directors and continuing education programs for directors.
12. Review and discuss as appropriate with management the Company's disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such

disclosures be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the Securities and Exchange Commission, as applicable.

13. Review and assess the adequacy of this nominating and corporate governance committee charter (this "*Charter*") annually and recommend to the Board any changes deemed necessary or appropriate by the Committee.
14. Review its own performance annually.
15. Report regularly to the Board.
16. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

## **V. Resources**

The Committee shall have the authority, in its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any other advisors (the "*Advisors*") to assist it in carrying out its duties. The chair of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company to attend a meeting of the Committee or otherwise respond to requests of the Committee.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisors or other professionals retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Adopted: July 28, 2021