NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Organization

The Nominating and Corporate Governance Committee (the "Committee") is a standing committee of the Board of Directors (the "Board") of Northern Technologies International Corporation (the "Company"). This charter governs the operations of the Committee.

Purpose and Authority

The primary purpose of the Committee is to assist the Board by:

- identifying individuals qualified to become members of the Board, which will include reviewing and considering director nominees submitted by stockholders;
- recommending director nominees for each annual meeting of stockholders and director nominees to fill any vacancies that may occur between meetings of the stockholders;
- being aware of the best practices in corporate governance and developing and recommending to the Board a set of corporate governance guidelines to govern the Board, its committees, the company and its employees in the conduct of the business and affairs of the company;
- developing and overseeing a periodic Board and Board Committee evaluation process; and
- recommending compensation applicable to service on the Board by non-employee directors.

The Committee has the power and authority to retain or obtain the advice of a consultant, including a search firm to assist with the identification and review of candidates for the Board, legal counsel or other adviser and shall have the sole authority to select, retain, oversee and terminate such consultants, counsel and advisors and approve the fees and other retention terms of such consultants, counsel and advisors, as it deems appropriate. The Company shall provide adequate and appropriate funding, as determined by the Committee, for payment of reasonable compensation to a consultant, legal counsel or any other adviser retained by the Committee and to fund other ordinary administrative expenses that are necessary or appropriate for the Committee in carrying out its responsibilities.

Membership and Structure

The Committee shall consist of at least two directors. Each member of the Committee shall be an "independent director" within the meaning of the Listing Rules of the Nasdaq Stock Market. The Board shall be responsible for determining whether a Committee member is an "independent director." Notwithstanding the foregoing, the Board may decide at any time and in its sole discretion to waive the foregoing qualification with respect to a new member of the Committee for a transitional time period if then permitted under applicable laws, rules and regulations.

Appointment to the Committee, including the designation of the Chair of the Committee, shall be made on an annual basis by the full Board. Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent. The Committee may

invite members of management or other advisors to attend meetings and provide pertinent information. When necessary, the Committee shall meet in executive session outside of the presence of any senior executive officer of the Company. The Chair of the Committee shall report on activities of the Committee to the full Board. In fulfilling its responsibilities, the Committee shall have authority to delegate its authority to subcommittees, in each case to the extent permitted by applicable law.

Duties and Responsibilities

The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

- Make recommendations to the Board regarding the size and composition of the Board.

- Consider and recruit candidates for director nominees based upon recommendations from current outside directors, members of management, outside consultants or search firms, and/or the Company's stockholders. In that connection, the Committee may adopt as it deems appropriate policies and procedures with regard to the process for identifying and evaluating nominees for director, the consideration of any director candidates recommended by stockholders, the submission of recommendations by stockholders, any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Company's board of directors and any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess.

- Recommend on an annual basis a slate of director nominees for approval by the Board and the Company's stockholders and one or more director nominees to fill any vacancies that may occur between meetings of the Company's stockholders.

- Review and discuss with the Board a refreshment and succession plan for the Board.

- Make recommendations to the Board regarding director diversity (which may include diversity of age, gender, race, ethnicity, education, skills, professional experience, knowledge, backgrounds and viewpoints), retirement age, tenure and refreshment policies.

- Review at least annually a matrix or other assessment of the skills, experience, qualities, diversity, age, tenure, and other attributes of the members of the Board, considered in light of the Company's business, strategy, risks, anticipated needs and applicable legal, regulatory and the Nasdaq Stock Market requirements and use such assessment to identify potential gaps or opportunities in the composition of the Board and its committees and to inform Board refreshment, director recruitment, succession planning and recommendations regarding nominees for election or appointment to the Board.

- Review periodically the Company's corporate governance guidelines and recommend changes to the Board as deemed necessary.

- Review periodically and recommend to the Board any proposed amendments or changes to the Company's certificate of incorporation and bylaws, as necessary and appropriate.

- Advise the Board on emerging corporate governance matters for incorporation into the Company's policies and procedures.

- Oversee the Company's environmental, social and governance ("ESG") activities, including disclosures, and coordinate with and solicit input from the Compensation Committee and the Audit Committee in formulating the approach to the Company's ESG activities, including disclosures. In so doing, the Committee shall periodically review and discuss with senior management the type and presentation of the Company's key ESG disclosures and the

adequacy and effectiveness of applicable internal controls related to such disclosures. The Committee's review of ESG disclosures may be done generally, and the Committee need not review or approve each ESG disclosure in advance.

- Review periodically with management the Company's safety program and related policies and procedures.

- Oversee the Company's overall stockholder engagement plan and responses to any stockholder communications submitted to the Board, including any stockholder proposals pertinent to corporate governance for inclusion in the Company's proxy statement.

- Review stock ownership guidelines for the executive officers and directors of the Company and monitor compliance with such guidelines.

- Develop, implement and administer on a periodic basis a Board and Board Committee evaluation process.

- Establish and lead a process for recommending compensation applicable to service on the Board by non-employee directors.

- Provide suitable programs for the orientation of new directors and the continuing education of incumbent directors.

- Perform any other activities consistent with this charter, the Company's bylaws and governing law as the Committee or the Board deems appropriate.

- Review, at least annually, the compliance of the Committee with this charter and review and reassess annually the adequacy of this charter and recommend to the Board any proposed changes to this charter.

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Approved by the
Board of Directors of Northern Technologies International Corporation
November 13, 2026