

IQM QUANTUM COMPUTERS PLC

CHARTER OF THE NOMINATION COMMITTEE

Version	Date of Approval and Approved by
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Updated	

1 PURPOSE

The purpose of the Nomination Committee (the “**Committee**”) of IQM Quantum Computers Plc (the “**Company**”) is to prepare the proposals for the general meetings in respect of the composition and remuneration of the Board of Directors (the “**Board**”) to be approved by the shareholders.

The Committee performs its duties by:

1. identifying individuals qualified to become members of the Board and considering and evaluating the appropriate level and structure of Board member remuneration, in accordance with the remuneration policy for governing bodies,
2. preparing the proposal to the shareholders on the Board member nominees for election at the general meetings as well as the Board member remuneration, in accordance with the remuneration policy for governing bodies,
3. assessing Board members’ independence and reviewing their commitments outside the Company,
4. presenting the proposals to be made to the general meeting, and
5. preparing and monitoring the Board’s diversity principles.

2 COMPOSITION

2.1 Independence

The majority of the members of the Committee shall be independent of the Company, in accordance with the the Finnish Corporate Governance Code and and the rules of the Nasdaq Stock Market LLC. The CEO or members of the Company’s Management Team shall not be appointed to the Committee.

2.2 Members and Chair

The Committee consists of at least three members upon the determination of the Board. The members and Chair of the Committee will be appointed by the Board upon the recommendation of the Committee.

2.3 Removal and Replacement

The members of the Committee may be removed or replaced, and any vacancies on the Committee will be filled by other members of the Board, upon the recommendation of the Committee.

3 PRACTICES

The Chair, consulting other members, shall determine the schedule of the Committee meetings. The Chair shall set the agenda for each meeting, with consultation from the Management Team. The agenda and information on matters discussed at each meeting will, to the extent possible, be shared to the members in advance of each meeting to allow efficient ways of working.

The Committee reports regularly following its meeting schedule to the entire Board and makes available to the Board its agenda, meeting materials, and the minutes of its meetings.

The Committee assesses the adequacy of this Charter periodically and recommends any changes to the Board.

4 AUTHORITY AND DUTIES

1. The Committee shall identify nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the principles set forth in the Board's Charter and this Charter. The Committee shall report to the Board periodically on the status of these efforts. The Committee will also review Board member candidates proposed by shareholders, if any, when preparing the proposal to the general meeting.
2. The Committee shall review, on an annual basis, the current composition of the Board taking into account the number of members, their independence, diversity and availability for service to the Company. The Committee shall establish and review with the Board the appropriate skills and characteristics required of the members, also in the light of the anticipated needs of the Company, and considering the diversity of the Board from a number of aspects including, but not limited to, skills, relevant expertise and experience, tenure, age, nationality, cultural and educational backgrounds, gender as well as other individual qualities in line with the Board Diversity Principles.
3. The Committee shall prepare the Board composition proposal to the shareholders for the election or re-election and for Board member remuneration for the term of election. In addition, the Committee shall recommend to the Board the members to serve as Chair of the Board and, if deemed necessary by the Committee, as Deputy Chair of the Board.
4. The Committee shall recommend to the Board the Board members to serve as members and Chairs of other committees established by the Board as well as the Committee itself.
5. The Committee shall annually ahead of preparing the proposal on the Board composition, review and assess the Board members' independence in accordance with the applicable rules of the Finnish Corporate Governance Code and Nasdaq Stock Market LLC, and Board members' current and planned time commitments outside the Company to seek affirmation that all Board members acknowledge the time commitment of the Board membership, as well as review the attendance rate of each Board member in the Board and relevant Committee meetings during their current term.

Further, the Committee may perform such other tasks as may be necessary or appropriate for the performance of its duties. The Committee has the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it deems appropriate in accordance with applicable laws and regulations.

The Committee has the power to retain recruitment firms or advisors to identify Board member candidates. The Committee may also retain counsel or other advisors, as it deems appropriate. The Committee will have sole authority to retain and terminate such firms or advisors and to review and approve such firm's or advisor's fees and other retention terms.