HEIDMAR MARITIME HOLDINGS CORP.

Nominating and Compensation Committee Charter

LAST UPDATED STATUS FEBRUARY 2025

This Nominating and Compensation Committee Charter (this "Charter") has been adopted by the Board of Directors (the "Board") of Heidmar Maritime Holdings Corp. (the "Company"). The Nominating and Compensation Committee of the Board (the "Committee") shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Purpose

The Committee shall assist the Board in:

(i) identifying, evaluating and making recommendations to the Board concerning individuals for selection as director nominees for the next annual meeting of stockholders or to otherwise fill Board vacancies;
(ii) maintaining oversight of the operation and effectiveness of the Board and the corporate governance of the Company;
(iii) making strategic recommendations to the Board for final vote relating to compensation of the Company's executive officers and providing such other guidance with respect to compensation matters as the Committee deems appropriate;
(iv) evaluating alternatives and designing the most appropriate components for compensation plans, policies and programs of the Corporation applicable primarily to the Company's Executive Officers; and
(v) reviewing the overall corporate governance of the Company and recommending improvements to the Board from time to time.

The Committee may also have such other duties as may from time to time be assigned to it by the Board and as may be required by the rules and regulations of the Securities and Exchange Commission (the "SEC") and the Nasdaq Stock Market LLC ("Nasdaq").

Committee Membership

The Committee shall be comprised of at least one director determined by the Board to meet the director independence requirements of Nasdaq, subject to any applicable exemptions and phase-in provisions under Nasdaq rules. The Board shall select the members of the Committee and its chairman at the annual meeting of the Board, and the Board shall have the power at any time to change the membership of the Committee.

Meetings

The Committee shall meet as often as it deems necessary, however not less than twice per year. The Committee may meet in person, by means of remote communication to the extent permitted by applicable law, or in any other manner in which the Board is permitted to meet under law or the Bylaws of the Corporation. The Committee may act by unanimous written consent in lieu of a meeting. The Committee may request any officer or employee of the Company to attend meetings of the Committee or to meet with members of, or consultants to, the Committee. The Chief Executive Officer shall not be present during voting or deliberations relating to his compensation.

Committee Authority

The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

The Committee may retain or obtain the advice of a compensation consultant, independent legal counsel, search firms to identify director candidates and such other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Company will provide appropriate funding for payment of reasonable compensation to the consultant, independent legal counsel or any other outside advisors hired by the Committee and any administrative expenses of the Committee that the Committee determines are necessary or appropriate in carrying out its activities.

Prior to retaining any advisor (other than the Company's in-house legal staff), the Committee must take into consideration the independence factors set forth in the applicable rules of the SEC and the listing standards of the securities exchange on which the Company's securities are listed.

Committee Duties and Responsibilities

In addition to any other duties as may from time to time be assigned to the Committee by the Board or are required by the rules and regulations of the SEC or of any national securities exchange on which the Company's shares are listed, the principal duties and responsibilities of the Committee are as follows:

- Identify and evaluate individuals qualified to become Board members, and propose to the Board nominees for election to the Board.
- Consider nominees duly recommended by stockholders for election to the Board; provided that any such recommendations must be submitted in accordance with the procedures set forth in the Company's Bylaws, the recommending stockholder's status as a stockholder has been verified, and the submission otherwise complies with any other stockholder nomination procedures set forth from time to time by the Board.
- Recommend individuals to be elected by the Board to fill any Board vacancies.
- Review periodically the director independence standards under Nasdaq rules and the rules of the SEC, evaluate annually each director's independence status under such standards and report the results of such evaluation to the Board.
- Review and approve those corporate goals and objectives established by the Board that are relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), Chief Financial Officer (the "CFO"), evaluate the performance of the CEO and CFO in light of those goals and objectives, and recommend to the Board for determination the compensation of the CEO's and CFO's compensation based on this evaluation.
- Recommend to the Board for determination, the compensation of all other executive officers of the company.

- Review the Board Members' compensation and recommends changes to the Board.
- Determine the annual compensation, including benefits and perquisites of all executive officers of the Company, and report such determinations and actions to the Board for approval.
- Oversee employment agreements, severance agreements, change of control agreements and other similar agreements relating to executive officers.
- Develop a compensation policy tailored to the company's specific business objectives in order to evaluate, determine and meet executive compensation goals.
- Oversee compliance with any compensation-related disclosure requirements.
- Prepare the Compensation Committee Report required by the rules and regulations of the SEC to be included with the Company's annual report on Form 20-F.
- Advise the Board on corporate governance matters, including recommending practices that enable the Board to comply with applicable laws and regulations.
- Review and reassess the adequacy of the corporate governance guidelines and principles and recommend any changes to those guidelines and principles to the Board from time to time.
- Review and approve all related party transactions that are required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC.
- Oversee, in such manner as it deems appropriate, the evaluation of the Board and committees of the Board and make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size and composition of the Board or any committee thereof.
- Make recommendations to the Board regarding the dissolution of committees or creation of additional committees.
- Undertake such other duties and responsibilities as the Committee deems appropriate for it to carry out its purpose under this Charter.
- Oversee the work of any compensation consultants, outside legal counsel and such other advisors retained by the Committee.

- Undertake an annual performance evaluation of the Committee as set below.

Performance Evaluation

The Committee shall report to the Board on a regular basis, and not less than once per year, summarizing any significant issues considered by the Committee and any action it has taken.

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any

improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.