

**NIXXY, INC.
NOMINATING COMMITTEE CHARTER**

Purpose

The Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Nixxy, Inc. (the “Company”) (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meetings of stockholders; (2) to recommend to the Board matters of corporate governance, including the adoption or modification of any Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board’s performance and succession planning; (4) to recommend to the Board director nominees for each committee; and (5) to oversee management succession planning.

Committee Membership

The size of the Committee shall be determined by the Board in its sole discretion, provided that, in no event, shall it consist of fewer than two members. All members of the Committee shall meet the independence requirements of the Nasdaq Stock Market and any other applicable laws or regulations.

The members of the Committee shall be appointed annually by the Board and will serve at the Board’s discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board.

The Board shall appoint one member of the Committee as its Chairperson.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairperson shall preside at each meeting. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Committee Authority and Responsibilities

The Committee, to the extent it deems necessary or appropriate, shall:

1. Identify individuals qualified to become directors for recommendation to the Board, consistent with any criteria identified by the Board. The Committee will also recommend to the Board the nominees for election to the Board at each annual meeting of stockholders and to fill any vacancy on the Board.
2. Oversee the assessment procedures and background checks with respect to individuals suggested for potential Board membership by stockholders of the Company or other sources.
3. Review annually the structure and composition of each committee of the Board and make recommendations to the Board for changes to the committees of the Board, including the structure, composition and leadership of the various committees.

4. Monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.
5. Oversee the self-evaluations of the Board and its committees.
6. Annually, or more frequently as it deems appropriate, review the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
7. Oversee the Company’s programs, policies and practices relating to corporate responsibility and sustainability, including environmental, social and governance (ESG) matters.
8. Annually, or more frequently as it deems appropriate, review or lead the review of the succession planning for the Company’s senior executive officers, including but not limited to the Chief Executive Officer, which may be done in concert with the Compensation Committee.
9. Have the authority, in its sole discretion, to retain and terminate any search firm to be used to identify director candidates and to approve the search firm’s fees and other terms and conditions of the search firm’s retention. The Committee shall also have authority to obtain advice and assistance from internal or external legal or other advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm or other advisor retained by the Committee.
10. Regularly report to the Board regarding the activities of the Committee.
11. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
12. Annually evaluate the Committee’s performance.
13. Form and delegate authority to subcommittees when appropriate.