

ePlus inc.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(as Amended by the Board of Directors on November 17, 2023)

This Nominating and Corporate Governance Committee Charter (the “Charter”) is intended as a component of the flexible framework within which the Board of Directors, assisted by its committees, directs the affairs of ePlus inc. (the “Corporation”).

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) shall be to (a) recommend to the Board of Directors (the “Board”) the slate of director nominees for election to the Corporation’s Board at the annual stockholder meeting; (b) identify and recommend candidates to fill vacancies occurring between annual stockholder meetings; and (c) take a leadership role in shaping the Corporation’s corporate governance policies and practices.

Membership

The Committee shall consist of no fewer than [three members], each of whom shall meet the independence requirements of the NASDAQ Stock Market applicable to directors, as determined by the Board. The members and Chair of the Committee shall be appointed by the Board upon the recommendation of the Committee. The Board, by majority vote, may remove any member from the Committee at any time with or without cause.

Operations

The Committee shall meet at least twice a year. Additional meetings may occur as the Committee or its Chair deems advisable. The Committee will cause to be kept adequate minutes of its proceedings and shall report regularly to the Board with respect to its activities. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board, as provided in the Corporation’s Bylaws, as amended and restated.

The Committee may meet periodically in executive session without management present. The Committee shall have the authority to investigate any matter brought to its attention that it determines to be within the scope of its authority with full access to all books, records, facilities and personnel of the Corporation.

Outside Advisors and Subcommittees

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee shall have sole authority to retain and terminate such outside counsel, experts or other advisors, including search firms to assist in identifying director candidates, as it deems appropriate to assist it in carrying out its duties and responsibilities. The Committee shall have sole authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee, for payment of compensation to any advisors retained by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may form and delegate authority to

subcommittees and may delegate authority to one or more designated members of the Committee to perform certain of its duties on its behalf.

Responsibilities

In carrying out the purposes of the Committee set forth above, the Committee's duties and responsibilities shall include the following:

Board Nominees

1. Developing and recommending to the Board criteria for identifying and evaluating director candidates, and periodically reviewing those criteria with the Board.
2. Recommending to the Board candidates for election to the Board at the annual meeting of stockholders.
3. Recommending to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
4. Reviewing and considering candidates recommended by stockholders.
5. Before recommending an incumbent, replacement or additional director, reviewing his or her qualifications, including capability, availability to serve, independence and other relevant factors, including as set forth in the Corporate Governance Guidelines.
6. Identifying, interviewing and recruiting candidates for the Board.

Board Committees

7. Annually reviewing the composition of each Board committee and presenting recommendations for committee memberships and committee chairs to the Board as appropriate, including to fill vacancies as needed.
8. Annually reviewing the Board's committee structure and charters, and recommending to the Board changes after consultation with the respective committee chairs.

Corporate Governance Matters

9. Reviewing and assessing the adequacy of the Corporation's policies and practices on corporate governance and corporate governance framework, including the Corporation's Certificate of Incorporation, Bylaws and Corporate Governance Guidelines, and recommending changes to the Board as appropriate.
10. Monitoring compliance with the Corporate Governance Guidelines.
11. Reviewing and recommending to the Board retirement and other tenure policies for directors.
12. Reviewing directorships in other public companies held by or offered to directors and senior officers of the Corporation.

13. Reviewing related person transactions, as defined in applicable SEC rules, and reviewing and assessing the Corporation's policies and procedures for the review, approval and ratification of related person transactions.

Board Composition, Operations and Compensation

14. Making recommendations to the Board concerning the size, structure, composition and functioning of the Board.

15. Overseeing the annual performance evaluation of the Board, its committees, and the Chair of the Board, as well as a self-evaluation of the individual Board members, and reporting to the full Board on such evaluations and self-assessment.

16. Annually reviewing and making recommendations to the Board regarding non-management directors' compensation, which may include retainers, committee fees, committee chair fees, equity or stock compensation, deferred compensation, benefits and perquisites.

17. Reviewing and assessing the channels through which the Board receives information, and the quality and timeliness of information received.

18. Review and make recommendations to the Board with respect to any resignation tendered by a Director.

Committee Matters

19. Providing oversight of risks relating to matters within the Committee's roles and responsibilities.

20. Conducting an annual performance evaluation of the processes, activities and effectiveness of the Committee, reviewing and reassessing the adequacy of this Charter at least annually, and recommending changes as appropriate to the Board.

21. Perform any other activities consistent with this Charter, the Corporation's Certificate of Incorporation, as may be amended and restated, and Bylaws, as may be amended and restated, and applicable laws as the Committee or the Board deems necessary or appropriate.