

**NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER
FOR
GLOBAL INDUSTRIAL COMPANY (F/K/A SYSTEMAX INC.)**

(Last reviewed February 25, 2025)

Purpose of Committee

The purpose of the Nominating/Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Global Industrial Company (f/k/a Systemax Inc.) (the “**Company**”) is to perform the functions described below under “Committee Goals and Responsibilities”.

Committee Goals and Responsibilities

The goals and responsibilities of the Committee are to:

1. Identify individuals qualified to become Board members, and recommend that the Board select the director nominees to stand for election as directors at any meeting of stockholders and to fill any vacancy, however created, in the Board provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election to the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with stockholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate, such as the experience, skills and background of candidates that are likely to complement the Board’s existing composition of continuing directors and facilitate and enhance the Board’s ability to oversee and monitor the Company’s business and affairs. While a candidate’s overall ability and experience will determine his or her suitability, the Committee’s assessment of director candidates places primary emphasis on the following criteria:
 - (i) for non-management directors, independence;
 - (ii) personal and professional ethics, integrity, values and judgment;
 - (iii) leadership skills;
 - (iv) strategic thinking;
 - (v) ability and willingness to devote sufficient time to carrying out the duties and responsibilities of the Board;
 - (vi) breadth of knowledge about matters affecting the industry;
 - (vii) the needs of the Company with respect to the particular talents and experience of its directors and the interplay of the candidate’s experience with that of other Board members; and
 - (viii) diversity of viewpoints, backgrounds and experience.

The Committee may consider candidates proposed by management, but is not required to do so. The Committee shall endeavor to include, and require any search firm that it engages to endeavor to include, women and minority candidates in the pool from which the Committee selects director candidates.

2. Identify, and recommend for appointment by the Board, Board members qualified to fill vacancies on any committee of the Board, including the Committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of such committee, if any, as well as any other factors it deems appropriate.
3. Develop and recommend to the Board a code of business conduct and ethics applicable to the Company, and to review the code at least once a year.
4. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and to review those principles at least once a year. Such principles shall include, at a minimum, the following subjects: (i) director qualification standards; (ii) director responsibilities; (iii) director access to management and, as necessary and appropriate, independent advisors; (iv) director compensation; (v) director orientation and continuing education; (vi) management succession; and (vii) annual performance evaluation of the Board.
5. Prepare and deliver to the Board the evaluation required under “Performance Evaluation” below.
6. Pursuant to procedures established by the Committee, exercise oversight of the evaluation of the Board and management.
7. In recommending nominees for election to the Board, seek qualified Board members who have very high integrity, significant business experience and a deep complement of specific business skills, experience and perspectives, including taking into account diversity considerations.
8. Adopt, recommend to the Board and monitor the Company’s procedures for all interested parties (including stockholders of the Company) to communicate concerns directly to the Lead Independent Director or to the independent directors as a group.
9. Review, approve and oversee any transaction between the Company and any related party (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis in accordance with the Company’s policies and procedures, and to develop policies and procedures for the Committee’s approval of related party transactions.
10. Carry out other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members and corporate governance.

Committee Membership

The Committee shall consist of at least three members of the Board. The members of the Committee shall be appointed by the Board, and shall serve at the pleasure of the Board for such term or terms as the Board may determine. A majority of the members of the Committee shall be independent directors, as such term is defined under the pertinent listing standards of the New York Stock Exchange.

Committee Structure and Operations

A majority of the Committee shall constitute a quorum. The Board shall designate a member of the Committee as its chairperson. The Committee may act by a majority of the members present at a meeting of the Committee. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee shall meet in person or telephonically at least once a year at a time and place determined by the Committee chairperson, with further meetings to occur when deemed necessary or desirable by the Committee or its chairperson. The Committee may delegate some or all of its duties to a subcommittee comprising one or more members of the Committee. The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. The Committee shall report to the Board at least once a year.

Performance Evaluation

Each year, the Committee shall compare its performance with the requirements of this charter, set forth its objectives for the next year and recommend changes in this charter, if any, considered appropriate by the Committee. Such evaluation shall be reported to the Board in such manner as the Committee from time to time determines.

Resources and Authority of the Committee

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to select and retain a consultant or search firm to identify director candidates, to terminate any such consultant or search firm retained by it, and to approve the consultant or search firm's fees and other retention terms.

Nothing contained in this charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Committee except to the extent otherwise provided under applicable Delaware law which shall continue to set the legal standard for the conduct of the members of the Committee.