

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER
OF
HMH HOLDING INC.**

(Adopted as of April 1, 2026)

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of HMH Holding Inc. (the “Company”) is to (i) subject to the applicable provisions of the Amended and Restated Certificate of Incorporation of the Company (the “Certificate of Incorporation”) and the Stockholders’ Agreement entered into by the Company and certain of its stockholders in connection with the Company’s initial public offering (the “Stockholders’ Agreement”) for so long as such provisions remain in effect, identify, evaluate and recommend nominees for appointment or election as members of the Board, (ii) subject to the applicable provisions of the Certificate of Incorporation and the Stockholders’ Agreement for so long as such provisions remain in effect, review the committee structure of the Board and recommend directors to serve as members or chairs of each committee of the Board, (iii) subject to the applicable provisions of the Certificate of Incorporation and the Stockholders’ Agreement for so long as such provisions remain in effect, review and recommend slates of the committees of the Board annually and recommend additional committee members to fill vacancies in such committees as needed, (iv) assist the Board in developing and evaluating potential candidates for executive officer positions and overseeing the development of executive succession plans, (v) develop and recommend a set of corporate governance guidelines applicable to the Company, review such guidelines at least annually and recommend changes to the Board for approval as necessary, (vi) oversee the annual self-evaluations of the Board and its committees and (vii) carry out any related matters required by federal securities laws.

The Board believes members of the Board should be persons with diverse skills, expertise, backgrounds and experiences, including, without limitation, in the following areas: management or board experience in a wide variety of enterprises and organizations; finance; capital markets; accounting; legal and regulatory; real estate; sales and marketing; and operations.

Composition

The Committee shall be comprised of three or more directors, each of whom meets the Nasdaq Global Select Market (“Nasdaq”) listing standards requirement for independence, subject to any exceptions or grace periods from such Nasdaq requirements available to the Company. Determinations as to whether a particular member of the Board satisfies the requirements for membership on the Committee shall be made by the Board. A Committee member shall be immediately removed from the Committee without further action by the Board if such member is found by the Board to no longer satisfy such requirements.

The members of the Committee shall be appointed annually by the Board and serve at the discretion of the Board until their successors are appointed or their earlier resignation or removal. Any vacancies on the Committee may be filled by the Board after consideration of the recommendation of the Committee.

The Board shall designate one member of the Committee to serve as the chair of the Committee. The Committee may delegate any of its responsibilities to such chair, another member of the Committee or a subcommittee of the Committee, unless prohibited by applicable law, regulation or the Nasdaq listing standards.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year.

The Committee may invite any member of management of the Company or other Company employee, or any outside legal counsel or other advisor to the Company, the Board or the Committee to its meetings as it deems appropriate. The Committee shall meet regularly without members of management of the Company present, unless otherwise determined by the Committee.

The Committee shall report its activities to the Board on a regular basis and make such recommendations with respect to its responsibilities and other matters as the Committee deems necessary or appropriate.

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.

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

External Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of outside legal counsel and such other advisors, including director search firms, as it deems necessary to fulfill its duties and responsibilities under this Committee Charter. The Committee shall set the compensation and retention terms, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Committee's outside legal counsel and other advisors. Notwithstanding the foregoing, the Committee shall be under no obligation to implement or follow the advice or recommendations of any outside legal counsel or other advisor and shall at all times exercise its own judgment in fulfilling its duties and responsibilities under this Committee Charter.

Duties and Responsibilities

Except where the Company is legally required by contract (including pursuant to the applicable provisions of the Certificate of Incorporation and the Stockholders' Agreement for so long as such

provisions remain in effect) to provide third parties with the ability to designate directors for nomination, the Committee shall:

1. Review the size, composition and structure of the Board or any committee thereof and make recommendations to the Board regarding changes to the size, composition and structure of the Board or any committee thereof.
2. Identify individuals that the Committee believes are qualified to become members of the Board in accordance with the Nominating Criteria set forth below, and select, or recommend that the Board select, the director nominees either for appointment to the Board, or to stand for election at each annual meeting of the stockholders of the Company in which members of the Board will be elected.
3. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become members of the Board in accordance with the Nominating Criteria set forth below and recommend such person or persons for appointment to the Board.
4. Identify members of the Board qualified to fill any vacancy on any standing committee of the Board, including chair of such committee, in accordance with the Nominating Criteria set forth below and recommend nominees to the Board for appointment to any such committee, or the chair of any such committee.
5. Assess the performance of incumbent members of the Board, and consider attendance, participation and other relevant factors in determining whether to nominate such directors for reelection.
6. Review and evaluate all stockholder nominees for director of the Company in accordance with the Nominating Criteria set forth below and oversee the procedures for stockholders to submit nominees for director of the Company.
7. Retain, oversee and terminate, in the sole discretion of the Committee, any director search firm, outside legal counsel or other advisors as the Committee deems necessary to fulfill its duties and responsibilities under this Committee Charter.
8. Develop and recommend to the Board standards to be applied in making determinations of the types of relationships that constitute material relationships between the Company and a member of the Board for purposes of determining director independence.
9. Oversee the development of and recommend to the Board for approval executive succession plans, and review such succession plans periodically, develop and evaluate potential candidates and recommend to the Board any changes to and any candidates for succession under such succession plans.
10. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, review such guidelines at least once a year and recommend any changes to such guidelines to the Board, and oversee the

Company's corporate governance policies, practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the other documents, policies and procedures in the Company's corporate governance framework.

11. Review and discuss with management of the Company the disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process and recommend that this disclosure be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable.
12. Oversee the Company's environmental, social and governance efforts and progress.
13. Develop, subject to approval by the Board, and oversee the process for an annual performance evaluation of the Board and its committees.
14. Conduct an annual performance evaluation of the Committee of its duties under this Committee Charter and present the results of such evaluation to the Board.
15. Review and reassess the adequacy of this Committee Charter at least annually and recommend any proposed changes to the Board for approval.
16. Perform such other duties and responsibilities, consistent with this Committee Charter, the Company's bylaws, the Company's Delegated Authority Policy, governing law, the Nasdaq listing standards and such other requirements applicable to the Company, delegated to the Committee by the Board.

Nominating Criteria

In evaluating candidates for nomination to the Board, the Committee shall take into account the applicable requirements for directors under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (collectively, the "Exchange Act") and the Nasdaq listing standards. The Committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity and diversity of business or other relevant experience. The Committee may, but is not required to, consider candidates suggested by management of the Company or other members of the Board.

In evaluating candidates for nomination to committees of the Board, the Committee shall take into account the applicable requirements for members of committees of boards of directors under the Exchange Act and the Nasdaq listing standards. The Committee also shall take into consideration the factors and requirements set forth in the charter of such committee, if any. The Committee may take into consideration such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity and diversity of business or other relevant experience.

Stockholders' Agreement

For so long as the Stockholders' Agreement remains in effect, this Committee Charter will be interpreted in a manner that is consistent with, and subject in its entirety to, the Stockholders' Agreement.

Powers

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes, engage outside advisors and carry out its duties and responsibilities as set forth in this Committee Charter.