

## **CALUMET, INC.**

### **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

#### **Purpose**

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Calumet, Inc. (the “Company”) to assist the Board in fulfilling its oversight responsibilities by performing the following actions:

1. Engaging in succession planning for the Board;
2. Identifying, recommending and selecting individuals qualified to fill any vacancies on the Board or a committee thereof (consistent with criteria approved by the Board);
3. Recommending to the Board the Company’s director candidates for election at the annual meeting of stockholders;
4. Developing and recommending to the Board a set of corporate governance principles;
5. Performing a leadership role in shaping the Company’s corporate governance; and
6. Performing such functions as the Board may assign to the Committee from time to time.

#### **Committee Membership**

The Committee shall consist of two or more members of the Board, each of whom shall satisfy the independence requirements of The Nasdaq Stock Market LLC.

Subject to the applicable provisions of the Company’s certificate of incorporation (as the same may be amended and/or restated from time to time, the “Certificate of Incorporation”) and bylaws (as the same may be amended and/or restated from time to time, the “Bylaws”) and, together with the Certificate of Incorporation, the “Governing Documents”), the members of the Committee shall be selected annually by a majority of the independent directors of the Board and shall serve for such term or terms as the Board may determine or until earlier of resignation or death. The Board shall designate the chairperson of the Committee (the “Chairperson”); however, if a Chairperson is not designated by the Board or present at a meeting, the Committee may designate a Chairperson by majority vote of the Committee members then in office. The Board may remove or replace, with or without cause, the Chairperson and any other member of the Committee at any time by affirmative vote of a majority of the Board, subject to the applicable provisions of the Governing Documents.

#### **Committee Authority and Responsibilities**

The Committee is delegated all the authority of the Board as may be required or advisable to fulfill the purposes of the Committee, subject to the applicable provisions of the Governing

Documents. Without limiting the generality of the preceding statement, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions:

1. Determine, periodically review, and recommend to the Board, the qualifications, skills, experience, characteristics and other criteria required to be a director and for identifying and evaluating directors.
2. Annually evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole and in individual directors, and to assess the criteria that may be needed in the future.
3. Identify, review the qualifications of, and recruit new candidates for election to the Board.
4. As part of the search process for each new director, actively seek out highly qualified candidates with diverse backgrounds, viewpoints, skills and experience to include in the pool from which Board nominees are chosen.
5. Annually assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
6. Develop and recommend succession planning for the Board and key leadership roles on the Board and its committees.
7. Establish procedures for the consideration of Board candidates recommended for the Committee's consideration by the Company's stockholders.
8. Consider any Board candidates recommended by the Company's stockholders pursuant to the procedures established by the Committee and set forth in the Company's Bylaws.
9. Recommend to the Board the Company's candidates for election or reelection to the Board at each annual stockholders' meeting.
10. Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
11. Develop and recommend to the Board a set of corporate governance principles, and annually review these principles and recommend changes to the Board as appropriate.
12. Regularly review the Board's leadership structure and recommend changes to the Board as appropriate, and make a recommendation to the independent directors regarding the appointment of the lead independent director, if any.
13. Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
14. Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.

15. Review and approve directorships at other for-profit organizations offered to directors and senior officers of the Company.
16. Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
17. Annually review and recommend to the Board for its approval corporate goals and objectives relevant to the performance of the CEO.
18. Annually evaluate the performance of the CEO in light of those goals and objectives and report the results of such annual evaluation to the Board.
19. Work with the Compensation Committee to annually review succession planning and development strategies for the CEO and senior executives of the Company and report its findings to the Board.
20. Oversee the orientation process for new directors and ongoing education for directors.
21. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and management and oversee such annual evaluation.
22. Oversee the Company's stockholder engagement program, and make recommendations to the Board regarding its involvement in stockholder engagement, including with respect to proxy advisory firms.
23. Oversee the Company's political contributions and lobbying activities and the Company's policies and practices regarding political contributions and lobbying activities.
24. Annually evaluate the performance of the Committee and the adequacy of the Committee's charter and recommend changes to the Board as appropriate.
25. Review emerging corporate governance trends, best practices and regulations applicable to the corporate governance of the Company.
26. Review, propose changes to the Board, or develop, as needed, the Company's Governing Documents, code of ethics, corporate governance guidelines, and other corporate governance policies.

### **Other Authority**

1. In discharging its responsibilities, the Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any internal or external legal, accounting or other advisors, and the authority granted in the Committee's charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties. 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 its search consultants, outside counsel

and any other advisors.

2. The Committee shall have the authority to delegate to its Chairperson or any of its members the responsibility for any particular matters, or one or more subcommittees, as it deems appropriate from time to time under the circumstances and consistent with applicable law.

3. The Committee will have access to the Company's books, records, facilities and personnel.

## **Procedures**

1. *Meetings.* The Committee shall meet as often as may be deemed necessary or appropriate at the call of the Chairperson, two or more members of the Committee or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants and such other persons as the Committee or the Chairperson may determine. The Committee may meet in person, by telephone conference call or in any other manner in which the Board is permitted to meet under law or the Company's governing documents. The Committee may invite any director who is not a member of the Committee, management, counsel, representatives of service providers or other persons to attend meetings and provide information as the Committee, in its sole discretion, considers appropriate. The Committee shall keep regular minutes of its meetings and records of decisions taken without a meeting and cause them to be recorded in the Company's minute book.

2. *Quorum and Approval.* Subject to the applicable provisions of the Governing Documents, a majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

3. *Rules.* The Committee may establish guidelines and procedures by which the Committee may carry out its responsibilities and obligations hereunder.

4. *Reports.* The Committee shall make regular reports to the Board, directly or through the Chairperson.

Effective April 14, 2025