

Charter of the StoneX Group Inc. Nominating and Governance Committee of the Board of Directors

Applies to:

StoneX Group Inc.

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) is to discharge the responsibilities of the Board of Directors (the “Board”) of StoneX Group Inc. (the “Company”) with regard to: (1) identifying and analyzing, on an annual basis, important Board member skills and characteristics, and recommending to the Board appropriate individuals for nomination as Board members for the next annual meeting of the Company’s shareholders and as Board committee members; (2) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company; and (3) overseeing significant developments and risks relating to compliance and regulatory matters affecting the Company’s global operations.

Composition

The Committee shall consist of not fewer than three directors who meet the independence requirements of the Securities and Exchange Commission (“SEC”), The Nasdaq Stock Market LLC (“Nasdaq”) and any other rules applicable to the Company. Appointment to the Committee, including Chair of the Committee, shall be made as needed to fill vacancies or otherwise on an annual basis.

Meetings of the Committee shall be held at such times and places as the Committee shall determine, but shall be held at least twice each year.

A majority of the members of the Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. Meetings of the Committee may be held telephonically or by videoconference. When necessary, but at least once per year, the Committee shall meet in executive session. The Committee will retain written minutes of its meetings, which minutes will be filed with the minutes of the Board of Directors. The Chair of the Committee shall report on activities of the Committee to the full Board. In fulfilling its responsibilities, as set forth below, the Committee shall have authority to delegate certain of its authority and responsibilities, as permitted by applicable rules, to one or more subcommittees.

The Chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chair of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting.

Resources and Duties

The Committee shall:

- Identify and recommend to the Board candidates for the Board's approval and/or candidates to be put before the shareholders for election as directors at the Company's annual meeting of shareholders, or, if applicable, at a special meeting of shareholders. In identifying appropriate candidates the Committee will consider issues of diversity, experience, skills, familiarity with ethical and corporate governance issues which the Company faces in the current environment and other relevant factors. The Committee will make these determinations in the context of the perceived needs of the Company at the time.
- Formulate policies and procedures for identifying and evaluating director nominees, including consideration of nominees recommended by shareholders and administer the process concerning shareholder recommendations and/or nominations for director candidates.
- Identify and recommend to the Board individuals for the Board to appoint to fill vacancies existing on the Board.
- Recommend members of the Audit, Risk, Technology and Operations, Compensation and any other Board Committees to the full Board at the first meeting of the Board following the annual meeting of shareholders.
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate; and generally advise the Board on corporate governance matters.
- Develop and recommend to the Board a set of principles addressing matters of diversity and inclusion with respect to Board composition, and work with management on matters of diversity and inclusion with respect to the Company's employees.
- Administer and monitor a policy that directors and the Company's Chief Executive Officer shall have a financial interest in Company stock by owning vested Company stock.
- Oversee significant developments and risks relating to compliance and regulatory matters affecting the Company's global operations by, among other means, meeting with the Company's Chief Governance and Legal Officer and such other compliance staff as appropriate, and reviewing reports and other information related to the Company's global compliance matters.
- Conduct an annual evaluation of the performance of the Board and communicate this evaluation to the full Board. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.
- Review periodically as it deems appropriate, but at least annually, the requirements to be an independent director under SEC, Nasdaq and any other rules applicable to the Company, and provide to the Board the Committee's assessment of which directors are determined, under such rules, to be independent.

- Make recommendations to the Board from time to time as to changes that the Committee believes desirable to the size and composition of the Board or any committee thereof.
- Review at least annually the Company's Code of Ethics and any similar Company policies and, based on such periodic review, recommend changes to the Board as deemed appropriate.
- Review at least annually the Board's succession planning process.
- Review any outside directorships in other public companies held by any director or executive officer of the Company.
- Oversee the Company's strategy with respect to Environmental, Social and Governance ("ESG") issues and initiatives, and update the Board as the Committee deems appropriate.
- Monitor developments, trends and best practices in corporate governance, and take such actions in accordance therewith as it deems appropriate.
- Report regularly to the Board on Committee actions and any significant issues considered by the Committee.
- Review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate. The Committee shall conduct an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter.
- Have such other authorities, duties or responsibilities as may be delegated to the Committee by the Board.

Shareholder Recommendations to the Committee

The Committee will review and consider recommendations submitted by the Company's shareholders. Following such review, the Committee will recommend to the full Board any appropriate action to be taken in response to any such recommendations.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including sole authority to retain, pay and terminate any search firm to be used to identify director candidates.

Disclosure of Charter

This Charter will be made available on the Company's website at www.stonex.com.

Updated June 4, 2024.