ANI PHARMACEUTICALS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

Organization

There shall be a standing committee of the board of directors (the "Board") of ANI Pharmaceuticals, Inc. (the "Company" or "ANI") known as the Nominating and Corporate Governance Committee (the "Committee"). This charter shall govern the operations of the Committee.

Membership and Qualifications

The membership of the Committee shall be appointed annually by the Board and shall consist of at least two directors. Any vacancy occurring in the Committee shall be filled by the Board. The members shall serve until their earlier resignation, retirement, or removal by the Board, or until their successor shall be appointed and duly qualified. The Board may at any time for any reason remove any individual committee member and the Board may fill any committee vacancy created by death, resignation, removal or increase in the number of members of the Committee.

Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market LLC ("Nasdaq"), each member of the Committee shall be an "independent director" as defined by Nasdaq Rule 5605(a)(2). The Board shall be responsible for determining whether a Committee member is an "independent director." Notwithstanding the foregoing, the Board may decide at any time and in its sole discretion to waive the foregoing qualification with respect to a new member of the Committee for a transitional time period if then permitted under applicable laws, rules and regulations.

The Board shall appoint one member of the Committee as chair. The chair shall be responsible for leadership of the Committee, including having the authority to convene meetings, presiding over Committee meetings, preparing the agenda, making committee assignments, preparing minutes and reporting to the Board. The chair shall also maintain regular liaison with ANI's Chief Executive Officer.

Purpose

The primary purpose of the Committee is to:

- develop and recommend to the Board, and periodically review and evaluate, criteria for current directors and prospective directors, selecting qualified director candidates and, using such criteria, identify individuals qualified to become Board members;

- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board;

- be aware of the best practices in corporate governance and develop and recommend to the Board a set of corporate governance standards and guidelines (which the Committee periodically reviews) to govern the Board, its committees, the Company and its employees in the conduct of the business and affairs of the Company; and

- review the qualifications and performance of incumbent directors and oversee the annual Board and Board Committee evaluation process to determine whether the Board and its committees are functioning effectively.

Authority

The Committee has the power and authority to engage and determine funding for outside counsel or other experts or advisors as the Committee deems necessary or appropriate to carry out its duties and responsibilities. ANI shall provide appropriate funding, as determined by the Committee, for any advisors employed by the Committee as well as for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have the authority to engage such independent legal and other advisors, including any search firms, compensation consultants, independent legal counsel, and other outside advisors and consultants, as it deems necessary or appropriate to carry out its responsibilities in identifying director nominees. The Committee shall have the authority to approve such firms' fees and other retention terms. The Committee shall require any search firm it retains to ensure that each slate of potential director candidates includes candidates that would, if elected, meet any such criteria as the Committee deems appropriate. The Company shall provide funding, as determined by the Committee, for the payment of compensation to any such search firms.

The Committee is granted the authority to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities, and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes.

Duties and Responsibilities

The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

- make recommendations to the Board regarding the size, structure and composition of the Board as a whole and its committees;
- consider and recruit candidates for director nominees based upon recommendations from current outside directors, members of management, outside consultants or search firms, and/or ANI's stockholders. The Committee may adopt as it deems appropriate policies and procedures with regard to the process for identifying and evaluating nominees for director candidates, the consideration of any director candidates recommended and properly submitted by ANI's stockholders, the submission of recommendations by stockholders, any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Board and any specific qualities or skills that the Committee believes are necessary for one or more of ANI's directors to possess, which may include any qualities or skills that are necessary to comply with any applicable laws or listing standards;
- recommend to the Board on an annual basis a slate of director nominees for approval by the Board and the stockholders and one or more director nominees to fill any vacancies that may occur between meetings of the Company's stockholders, taking into consideration, among other factors, any contractual rights to designate Board nominees and any policies and procedures adopted by the Board or the Committee;

- in the event that an incumbent director fails to receive more votes cast "for" his or her election than votes cast "against" his or her election in an election in which the number of nominees does not exceed the number of directors to be elected, the Committee shall consider and recommend to the Board whether to accept the resignation offer of such director within 90 days following certification of the stockholder vote;
- review the appropriateness of the committee structure of the Board and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed;
- review at least annually ANI's corporate governance standards or guidelines and recommend changes to the Board as deemed necessary;
- advise the Board generally on emerging corporate governance matters for incorporation into ANI's policies and procedures;
- develop, implement and administer an annual evaluation process with respect to the performance of the Board and its standing committees;
- review annually its own performance against the responsibilities outlined in this charter and as otherwise established by the Board, including its effectiveness and compliance with this charter, and report the results of such evaluation to the Board;
- review, evaluate and oversee ANI's programs, policies and practices relating to environmental, social and governance ("ESG") risks, opportunities and impacts to support the sustainable growth of ANI's businesses;
- review and approve any public disclosures or statements regarding the Company's ESG programs, policies and practices;
- develop orientation materials for new directors to familiarize them with the Company and make available corporate governance-related continuing education for all Board members; and
- review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for its approval.

In performing their duties and responsibilities, each Committee member is entitled to rely in good faith on (i) information, opinions, reports or statements prepared or presented by one or more officers or employees of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented; and (ii) counsel, independent compensation consultants, or other advisors as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person.

Delegation to Subcommittees

The Committee shall have the power and authority to, by resolution approved by a majority of the Committee, delegate any of its duties and responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion, so long as such delegation is not otherwise inconsistent with law and applicable rules and regulations of the Securities and Exchange Commission and the Nasdaq rules.

Meetings

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment,

either in person or telephonically, and at such times and places as the Committee determines, and shall at least meet annually. Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of remote communication, provided that all persons participating in the meeting can hear and speak with each other. A majority of the Committee constitutes a quorum. The Committee will report regularly to the Board with respect to its activities. The Committee may also take action by unanimous written consent without a meeting with electronic signatures and/or email consent sufficient to evidence approval. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Last amended and restated July 31, 2026