Effective: 09.17.2026

HOWARD HUGHES HOLDINGS INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Howard Hughes Holdings Inc. (the "Company") to: (1) assist the Board by identifying, screening and reviewing individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders or to fill Board vacancies; (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company and oversee their implementation; (3) lead the Board in its annual review of the Board's performance and overall corporate governance; and (4) recommend to the Board director nominees for each committee.

Committee Membership

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange (subject to the applicable transition rules, as in effect from time to time, set forth in the listing requirements of the New York Stock Exchange). The Board shall annually appoint the members of the Committee. The Board shall also annually appoint a chairperson of the Committee. Committee members may be replaced by the Board.

Desirable qualifications for members of the Committee include experience in corporate governance, business management, personnel or human resources management, and organizational behavior.

Committee Meetings

The Committee shall meet on a regularly scheduled basis at least two times per year and additionally as circumstances dictate. Committee procedures shall be governed by Article III of the Company's Amended and Restated Bylaws.

Committee Authority and Responsibilities

In discharging its role, the Committee is empowered 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. The Committee has the power to retain outside counsel, recruitment consultants or other advisors to assist it in carrying out its activities. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, recruitment consultants and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's consultants and other advisors.

1. The Committee shall annually establish criteria and qualifications for Board membership. The Committee shall recommend all such criteria and qualifications for approval by the Board. The Committee also shall annually prepare (with the assistance of management), and update as necessary, a director skills matrix to track the qualifications of the directors and identify any need

for additional director expertise.

2. The Committee shall identify individuals qualified to become Board members for recommendation to the Board, consistent with the criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement. The Committee shall assess the contributions and independence of all candidates for director, including their specific experience, qualifications, attributes and skills in light of the Company's business and structure. The Committee shall consider diversity in the identification of director nominees for Board membership.

3. The Committee shall recommend to the Board a slate of director nominees to be elected by stockholders or appointed by the Board to fill vacancies.

4. The Committee shall recommend to the Board directors to serve on each Board committee, including the chairperson of the Board and each Board committee.

5. The Committee shall evaluate potential successors to the chairperson of the Board and each Board committee.

6. The Committee shall review annually the relationships between directors, the Company and its subsidiaries and members of management and recommend to the Board whether directors qualify as "independent" under the applicable rules of the New York Stock Exchange. The Committee shall review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable. The Committee also shall review periodically the committee structure of the Board and recommend any changes to the Board for approval.

7. The Committee shall review the Board's leadership structure in light of the specific characteristics and circumstances of the Company, discuss in coordination with the Chairperson of the Audit Committee and, with respect to the Company's insurance and reinsurance business, the Chairperson of the Insurance Committee, the effect of the Board's leadership structure on the Board's role in the risk oversight of the Company and review Company disclosures relating to Board leadership. This review shall occur annually at a Board meeting during the committee reports.

8. The Committee shall oversee the Company's processes for receiving, reviewing and responding to stockholder proposals submitted under Rule 14a-8 of the Securities Exchange Act of 1934, as amended, including any decision to seek to exclude such proposal from the Company's proxy materials.

9. The Committee shall review and recommend to the Board any proposed amendment to the Company's Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws, other than amendments required solely by applicable law, rule, regulation or stock exchange listing standard.

10. The Committee shall coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, directors and management in the governance of the Company. In connection with such evaluation, the Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

11. The Committee shall, to the extent the Company is legally required by contract or otherwise

(including pursuant to the terms of investment agreements by which the Company is bound or preferred stock issued by the Company), provide third parties with the ability to nominate or select board members, the selection and nomination of such members need not be subject to the Committee's nominating process and shall instead be subject to such contractual or other commitments.

12. The Committee shall review and consider any potential conflicts of interest involving the Company's senior executives or any member of the Board.

13. The Committee shall advise the Board of non-compliance with the Company's Code of Business Conduct and Ethics for the Board of Directors and the Code of Business Conduct and Ethics for Officers and Employees.

14. The Committee shall develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, the Corporate Governance Guidelines of the Company and the Code of Business Conduct and Ethics for the Board of Directors and the Code of Business Conduct and Ethics for Officers and Employees.

15. The Committee may form and delegate authority to subcommittees when appropriate.

16. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually conduct a self-evaluation of its own performance, including its effectiveness and compliance with this Charter.

17. The Committee also shall develop, in consultation with management, orientation programs for new directors and identify appropriate development and continuing education opportunities for directors.