

**Data Storage Corporation  
Nominating & Corporate Governance Committee Charter**

**January 7, 2021**

**Purpose of the Committee**

The Nominating & Corporate Governance Committee (the “Committee”) shall report to and assist the Board of Directors (the “Board”) of Data Storage Corporation (the “Company”). The purpose of the Committee shall be to identify qualified individuals for membership on the Board; recommend to the Board the director nominees for the next annual meeting of shareholders; develop and recommend to the Board a set of corporate governance guidelines for the Board; provide oversight of the corporate governance affairs of the Board and the Company; and to oversee the evaluation of the Board and management.

**Membership on the Committee**

1. The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception.
2. Members of the Committee shall be appointed and may be removed, with or without cause, by the Board.
3. Unless a Chairman is designated by the Board, the Committee may designate a Chairman by majority vote of the full Committee membership.

**Duties and Responsibilities of the Committee**

1. Criteria for Nomination to the Board: The Committee shall set general criteria for nomination to the Board. The general criteria for nomination to the Board are as set forth in the Company’s corporate governance guidelines.
2. Nomination of Directors: The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.
3. Committees of the Board: The Committee shall review annually the purpose of the Committees of the Board, recommend to the Board any changes deemed necessary or desirable to the purpose of the Committees and whether any Committees should be created or discontinued, and recommend to the Board the directors and Chairman to be appointed to each Committee.
4. Corporate Governance Guidelines: The Committee shall develop and recommend to the Board for approval a set of corporate governance guidelines for the Board. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these guidelines and recommend to the Board any changes deemed necessary or desirable. The Committee shall also have oversight of the corporate

governance affairs of the Company and shall review annually the corporate governance practices and policies of the Company.

5. Evaluation Process: The Committee shall develop and recommend to the Board an annual performance evaluation process for the Board and its Committees and the management of the Company. The Committee shall oversee the process which the Board and its Committees and the management of the Company use to conduct annual performance evaluations.

6. Self-Evaluation: On an annual basis, the Committee shall conduct a self-evaluation of its performance in fulfilling its duties and responsibilities under this Charter.

7. Conflicts of Interest: The Committee shall consider questions of possible conflicts of interest of the Board members, as such questions arise.

8. Succession Planning: The Committee shall review at least annually with the Chairman/CEO the succession plans relating to the positions of Chairman/CEO and other members of the Executive Committee, and shall make recommendations to the Board with respect to the selection of individuals to hold the position of Chairman/CEO.

9. Reports to the Board: The Committee shall report regularly to the Board on its meetings and review with the Board significant issues and concerns that arise at meetings of the Committee.

10. Director Orientation: The Committee shall review and recommend, as appropriate, director orientation and continuing orientation programs for members of the Board.

11. Charter Review: On an annual basis, the Committee shall review the adequacy of this Charter, and recommend to the Board any modifications or changes hereto for approval by the Board.

### **Meetings of the Committee**

The Committee will meet at least once each year. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. In the discretion of the Chairman of the Committee, but at least once each year, the members of the Committee shall meet in Executive Session.