

CHARTER FOR THE NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF MICROSTRATEGY INCORPORATED

Purpose

The purpose of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of MicroStrategy Incorporated (the “Company”) is to recommend to the Board the persons to be nominated by the Board for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board.

Structure and Membership

Number. The Nominating Committee shall consist of such number of directors as the Board shall from time to time determine.

Independence. Except as otherwise permitted by applicable Nasdaq rules, each member of the Nominating Committee shall be an “independent director” as defined by the applicable Nasdaq rules.

Chair. Unless the Board elects a Chair of the Nominating Committee, the Committee shall elect a Chair by majority vote.

Compensation. The compensation of Nominating Committee members shall be as determined by the Board.

Selection and Removal. Members of the Nominating Committee shall be appointed by and shall serve at the discretion of the Board. The Board may remove members of the Nominating Committee from such Committee, with or without cause.

Authority and Responsibilities

The Nominating Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Nominating Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, if any, and (ii) recommending to the Board the nominees 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. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall

apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.

Criteria for Selecting Directors. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

Search Firms. The Nominating Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

Additional Duties. The Nominating Committee shall have such other duties as may be delegated from time to time by the Board.

Procedures and Administration

Meetings. The Nominating Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.

Subcommittees. The Nominating Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.

Reports to the Board. The Nominating Committee shall report regularly to the Board.

Charter. The Nominating Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Independent Advisors. The Nominating Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

Investigations. The Nominating Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

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This Nominating Committee Charter was duly adopted and approved by the Board of Directors of MicroStrategy Incorporated by resolutions adopted on October 28, 2024 and became effective as of November 12, 2024.