



SONDER HOLDINGS INC.

CORPORATE GOVERNANCE GUIDELINES

(Effective upon the closing of the Company's business combination with Gores Metropoulos II, Inc.)

1. POLICY OVERVIEW

The Board of Directors (the "**Board**") of Sonder Holdings Inc. (the "**Company**") has adopted the following Corporate Governance Guidelines (the "**Guidelines**") as a general framework to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders by ensuring a common set of expectations as to how the Board, its various committees, and individual directors should perform their functions in a manner that is consistent with the Board's fiduciary duties.

These Guidelines are intended to serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations.

2. THE BOARD

Role of the Board and its Directors. The Board's principal duty is to exercise its powers in accordance with its fiduciary duties to the Company and in a manner it reasonably believes to be in the best interests of the Company and its stockholders. It is also the Board's duty to oversee senior management in the competent and ethical operation of the Company. To satisfy this responsibility, the Board expects its members to discharge their duties, including duties as a member on any committees on which they serve, in good faith and in a manner they reasonably believe to be in the best interest of the Company, and to take a proactive approach to their duties and function as active monitors of corporate management.

Accordingly, in addition to other Board or committee responsibilities outlined below, the Board provides oversight in the formulation of the long-term strategic, financial and organizational goals of the Company and of the plans designed to achieve those goals. In addition, the Board reviews and approves Company standards and policies to ensure that Company management carries out their day-to-day operational duties in a competent and ethical manner.

The Board should understand the principal risks associated with the Company's business on an ongoing basis. Company management is responsible for keeping the Board and its committees well informed of these changing risks on a timely basis. It is important that the Board and its relevant committees oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards.

Size. The number of directors that constitutes the Board will be fixed from time to time by a resolution adopted by the Board in conformity with the Company's certificate of incorporation (the "**Certificate**") and bylaws (the "**Bylaws**"). The Nominating, Corporate Governance, and Social Responsibility Committee of the Board (the "**Governance Committee**") shall periodically review the size of the Board to ensure that the current number of directors most effectively supports the Company.

Composition; Independence. There will at all times be a majority of independent directors on the Board. The Board will affirmatively determine annually (and at other times required by applicable stock market listing standards) that each director designated as "independent" has no material relationship with the Company (either directly or as a partner, stockholder or officer of, or through a financial interest in, an organization that has a relationship with the Company) that may interfere with the exercise of their independence from management and the Company.

The Company defines an “independent” director in accordance with the applicable rules of the Nasdaq Stock Market, LLC (“**Nasdaq**”). In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with regard to each director’s business and personal activities as they may relate to the Company and the Company’s management. As the concern is independence from Company management, the Board does not view ownership of even a significant amount of Company stock, by itself, as a bar to an independence finding. Each independent director is expected to disclose promptly to the Board any existing or proposed relationships with the Company (other than service as a director or on Board committees) which could affect their independence under Nasdaq listing standards or any additional standards as may be established by the Board from time to time.

Chairperson and Lead Independent Director. The Board will periodically appoint a Chairperson of the Board. If the Board does not have an independent Chairperson, the Board may appoint a lead independent director (the “**Lead Independent Director**”) who, if appointed, will have the responsibilities set forth in the Statement of Responsibilities for Lead Independent Director, as approved by the Board from time to time.

Executive Sessions. All directors who are not Company employees, including both independent directors and such directors who are not independent directors by virtue of a material relationship with the Company, former status or family relationship, or for any other reason (collectively, “**non-employee directors**”), will meet in executive sessions without Company management (including directors who are part of Company management) present on a periodic basis but no less than twice a year to discuss such matters as the non-employee directors consider appropriate.

In addition, if the non-employee directors include directors who are not independent directors, the independent directors will also meet on a periodic basis but no less than twice a year in executive sessions without Company management (including directors who are part of Company management) present. Such meetings should typically be held following regularly scheduled meetings or at such other times as requested by an independent director.

The Chairperson, the Lead Independent Director (if any is so appointed), and the full Board separately have authority to require the Board to meet in executive sessions outside the presence of management to discuss sensitive matters.

The Company’s independent auditors, finance staff and other employees may be invited by the non-employee directors or the independent directors, as the case may be, to attend these executive sessions.

Director Qualifications. The Governance Committee is responsible for periodically reviewing and assessing with the Board desired qualifications, expertise and characteristics sought of Board members. While the Board has not established specific minimum qualifications for Board members, the Board’s policy is to encourage selection of directors who will contribute to the Company’s overall business and governance goals and the effective management and oversight of the Company’s senior executives. The Board’s assessment of director qualifications may include numerous factors, including but not limited to character, professional ethics and integrity, judgment, business acumen and the ability to exercise sound business judgment, business and professional activities, proven achievement and competence in one’s field, tenure on the Board and skills that are complementary to the Board (whether acquired through education, training, experience, self-study or other means), an understanding of the Company’s business, an understanding of the responsibilities that are required of a member of the Board, other time commitments, diversity with respect to professional background, education, race, ethnicity, gender, age and geography, absence of conflicts of interest, as well as other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board (the “**Director Criteria**”).

The Board believes that diversity, including differences in backgrounds, qualifications, and personal characteristics, is important to the effectiveness of the Board's oversight of the Company.

The Governance Committee and the Board evaluate each director in the context of the membership of the Board as a group, with the objective of maintaining a Board and committees that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of backgrounds and experiences in various areas. In determining whether to recommend a director for re-election, the Governance Committee may also consider the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company and any other qualifications and characteristics set forth in the charter of the Governance Committee.

The priorities and emphasis of the Governance Committee and of the Board with regard to these evaluation factors may change from time to time based on changes in the Company's business and other trends, as well as the diversity of skills and experience of current and prospective Board members. The Governance Committee and the Board will review and assess the continued relevance of and emphasis on these factors as part of the Board's annual self-assessment process and in connection with candidate searches to determine if they are effective in helping to satisfy the Board's goal of creating and sustaining a Board that can appropriately support and oversee the Company's activities.

Changes in Employment. Directors should not allow their other existing and anticipated future commitments to materially interfere with their service as a director.

Employee Directors: Upon termination of employment with the Company, any employee director must submit their offer of resignation from the Board and all committees thereof in writing to the chairperson of the Governance Committee (or, if the director is the chairperson of the Governance Committee, to the Company's Chief Executive Officer (the "CEO") or the Lead Independent Director, if one is appointed).

Non-Employee Directors: Upon a change in employment with their principal employer, any non-employee director shall promptly inform the Company's General Counsel (or their designee), who will discuss the issue with the Governance Committee. The Governance Committee shall assess the appropriateness of such non-employee director remaining on the Board in light of the individual circumstances and shall recommend to the Board whether to request that such non-employee director tender their resignation. If so requested, such non-employee director is expected to promptly tender their resignation from the Board and all committees thereof in writing to the chairperson of the Governance Committee (or, if the director is the chairperson of the Governance Committee, to the Chairperson of the Board or the Lead Independent Director, if one is appointed).

Limitation on Other Board Service. Directors are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve. Directors should promptly notify the Governance Committee after accepting any invitations to join the board of directors of any other public company or changes to their committee membership prior to accepting the directorship or committee membership. Notwithstanding the foregoing, no director should serve on more than four additional public company boards without the approval of the Board, and the CEO should not serve on more than one additional public company boards. The Board, through the Governance Committee, will review the appropriateness of the continued service of a director who changes the role, position or areas of responsibility that they held when they were elected to the Board.

Service on other boards or committees should be consistent with the Company's conflict of interest policies.

Policies and Procedures for Director Candidates. The Board has overall responsibility for the selection of candidates for nomination for election by the stockholders at the Company's annual meeting or appointment to the Board for filling vacancies or newly-created directorships on the Board that may occur between annual meetings. The Governance Committee is responsible for identifying and screening candidates for Board membership, and recommending candidates to the entire Board for nomination or appointment, and the Board will have final authority on determining the selection of those director candidates for nomination or appointment to the Board.

In its evaluation of director candidates, including the members of the Board eligible for re-election, the Governance Committee will consider the needs of the Board and the respective committees of the Board; the Director Criteria; and other factors set forth in these Guidelines or that the Board or Governance Committee may consider appropriate.

If the Governance Committee determines that an additional or replacement director is required, the Governance Committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Governance Committee, the Board or management. The Governance Committee may propose to the Board a candidate recommended or offered for nomination by a stockholder as a nominee for election to the Board.

The Governance Committee considers recommendations and nominations for candidates to the Board from stockholders so long as such recommendations and nominations comply with the Certificate and Bylaws, all applicable Company policies and all applicable laws, rules and regulations, and in the same manner as candidates recommended to the Governance Committee from other sources.

These policies and procedures for director candidates are administered by the Governance Committee.

Directors Who Become Aware of Circumstances that May Adversely Reflect Upon the Director or the Company. When any director becomes aware of circumstances that may adversely reflect upon the director, any other director, or the Company, the director shall notify the Governance Committee of such circumstances. The Governance Committee will consider the circumstances and may in certain cases request the director to cease the related activity or, in more severe cases, request that the director submit their resignation from the Board.

Term Limits. Term limits may result in the loss of long-serving directors who over time have developed unique and valuable insights into the Company's business and therefore can provide a significant contribution to the Board. Because each director is periodically subject to evaluation and re-nomination by the Board and election by the Company's stockholders, the Board does not believe it is in the best interests of the Company to establish term limits.

Director Compensation. Non-employee directors are eligible to receive reasonable compensation for their service on the Board and its committees, as well as reimbursement of reasonable expenses incurred in connection with their service. Employee directors are not paid additional compensation for their services as directors.

The Compensation Committee of the Company (the "**Compensation Committee**") shall provide a recommendation to the Board, for determination by the Board, as to any cash-based and equity-based compensation, or changes to director compensation, which may be based upon, among other things, the Compensation Committee's review of the director's responsibilities to the Company, their time

commitment to the Company, and information regarding the compensation paid by peer companies. The Compensation Committee also periodically reviews the form and amount of director compensation that the Board will pay or award to non-employee directors for service on the Board and its committees, including a review of the Outside Director Compensation Policy. This review may be conducted with the assistance of outside compensation advisors and/or the Company's senior management, as appropriate.

Conflicts of Interest. No director should, by reason of any other position, activity or relationship, be subject to any conflict of interest that would impair their ability to fulfill the responsibilities of director. Accordingly, the Board expects its directors to act ethically at all times and acknowledge their adherence to the policies comprising the Company's Code of Business Conduct and Ethics.

If an actual or potential conflict of interest develops, the director will promptly report all facts regarding the matter to the chairperson of the Governance Committee or if such director is the chairperson of the Governance Committee, then to the other members of the Governance Committee (or, if the conflict of interest constitutes a "related person transaction," to the chairperson of the Audit Committee, or if such director is the chairperson of the Audit Committee, then to the other members of the Audit Committee). If it is determined that a conflict of interest would materially impact a director's ability to fulfill their duties as director and the conflict cannot be adequately addressed in another manner, this will be communicated to the director who will, if requested, resign from the Board.

If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board and excuse himself or herself from discussion of the matter and abstain from voting on the matter.

Interaction with the Press and Other Third Parties. The Board believes that Company management speaks for the Company. Each director should refer all inquiries from the press or other third parties regarding the Company's operations to management. Individual Board members may, from time to time, at the request of Company management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairperson of the Board or the Lead Independent Director (if one is appointed) in compliance with the Company's External Communications Policy.

Access, Resources, Reliance on Information and Others. The Board and its directors shall at all times have direct, independent and confidential access to the Company's executive officers, management and personnel to carry out the Board's purposes and fulfill its duties. The Board is authorized to obtain and Company management will afford the Board access to, at the Company's expense, data, advice, consultation and documentation as the Board considers appropriate and to retain consultants, independent counsel or other advisers to advise or assist the Board in the performance of any of its responsibilities and duties or for any other matter related to the Board's purposes.

A director is entitled when discharging his or her duties to rely in good faith on reports or other information provided by Company management, its independent auditors, legal counsel or other advisers as to matters the director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

Nothing in these Guidelines is intended to preclude or impair the protection provided under applicable law for good faith reliance by directors on reports, advice or other information provided by others (including reports, advice or other information provided by the Company's management, legal counsel, consultants, independent auditors or independent professional advisers retained by the Board).

Director Orientation and Continuing Education. The directors and the Company are committed to ensuring that all directors receive orientation and continuing education. Directors may be expected, based on the recommendations of the Governance Committee, to participate in continuing educational programs in order to maintain the necessary level of expertise to perform their responsibilities as directors.

Annual Self-Evaluation. The Governance Committee will oversee an annual self-evaluation by the Board, each committee of the Board and each director. Board committees shall assess their performance relative to their charter, best practices, and any other evaluation criteria established by the Governance Committee.

The Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and for current directors seeking re-election, and to make recommendations to the Board regarding assigning directors to various Board committees. The Board will discuss the evaluation results to determine what action, if any, would improve Board and committee performance, and whether any changes to these Guidelines would be appropriate.

3. BOARD MEETINGS; STOCKHOLDER MEETINGS; INVOLVEMENT OF SENIOR MANAGEMENT

Board Meeting Attendance. The Board will meet on a periodic basis, in person or by teleconference, at such times and places as the Board determines in accordance with the Bylaws. If there is a Lead Independent Director, they will set the agenda for each Board meeting in consultation with the CEO; otherwise, the Chairperson of the Board will set the agenda. Each director is free to suggest items for inclusion on the agenda. Directors are expected to attend each meeting (and, in no event, fewer than 75% of the meetings of the Board and any committees on which they serve), and to invest the time and effort necessary to understand the Company's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Chairperson of the Board or the Lead Independent Director, if one is appointed, or the committee chairperson, as applicable, and the CEO in advance of the meeting.

Annual Meeting of Stockholders Attendance. Each director is strongly encouraged to attend the Company's annual meetings of stockholders.

Attendance of Non-Directors. The Board encourages invitations to Company management and outside advisors or consultants from time to time to participate in Board or committee meetings to (a) make presentations and provide insight into items being discussed by the Board that involve the invitee and (b) bring managers with high potential into contact with the Board. Attendance of any non-directors at Board meetings is at the discretion of the Board, subject to contractual or fiduciary confidentiality obligations.

Advance Receipt of Meeting Materials. Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

4. COMMITTEE MATTERS

Number, Names, Responsibilities and Independence of Committees. The purpose and responsibilities for each of the Board's committees shall be outlined in committee charters adopted by the Board. In consultation with the Governance Committee, the Board may, from time to time, form new committees, re-allocate responsibilities of one committee to another committee or disband a current committee. In addition, the Board may form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

The Board currently has three standing committees: the Audit Committee, Compensation Committee and Governance Committee. The Audit Committee, Compensation Committee and Governance Committee are each composed of independent directors satisfying applicable legal, regulatory and stock exchange requirements necessary to serve on any such committee.

Assignment and Rotation of Committee Members. The Board appoints committee members and committee chairpersons based on the recommendation of the Governance Committee, the criteria set forth in the applicable committee charter and other criteria that the Board determines to be relevant to the responsibilities of each committee and its individual members, in accordance with applicable laws, rules and regulations. Committee membership and the position of committee chairpersons will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interest of the Company.

Frequency of Committee Meetings and Agendas. The committee chairpersons and appropriate members of management, in accordance with the committee's charter and, as appropriate, in consultation with the committee members, will determine the frequency and length of the committee meetings and develop the meeting agendas. Committee chairpersons will summarize committee discussions and actions with the full Board.

Committee Charters. Each standing Board committee will have a charter that has been approved by the Board and that sets forth the purpose, membership requirements, authority and responsibilities of the committee. Each committee will annually review its charter and recommend to the Board any changes it deems necessary.

5. LEADERSHIP DEVELOPMENT

Annual Review of CEO and Other Offices. The formal evaluation of the performance of the CEO should be made in the context of the CEO's annual compensation review by the Compensation Committee, with appropriate input from other Board members. In consultation with the CEO, the Compensation Committee may also review the performance of each other officer in connection with the determination of the compensations for those officers.

Succession Planning. The Governance Committee will work with the CEO to plan for CEO succession, as well as to develop plans for interim succession for the CEO in the event the need for a successor arises unexpectedly. The Governance Committee will also work with the CEO and appropriate members of management to plan for succession of each of the other senior executives, as well as to develop plans for interim succession of such executives in the event the need for a successor arises unexpectedly. In addition to the succession planning, there should periodically be a report on management development by the CEO.

6. STOCK OWNERSHIP AND RETENTION GUIDELINES

The Company believes that stock ownership by executives and non-employee directors aligns their interests with the interests of the Company's stockholders. Accordingly, the Board authorizes the Governance Committee to prepare and maintain appropriate guidelines to fulfill this objective.

7. REVIEW OF GUIDELINES

The Governance Committee will review these Guidelines periodically, and on no less than an annual basis, and provide recommendations for updates to the full Board for review and approval.

8. INTERPRETATION

These Guidelines shall be interpreted and construed in the context of all applicable laws, rules and regulations and the Certificate, the Bylaws and other corporate governance policies of the Company.

9. AMENDMENTS

The Board, pursuant to the recommendations of the Governance Committee, may from time to time modify these Guidelines.