



SONDER HOLDINGS INC.

**NOMINATING, CORPORATE GOVERNANCE, AND SOCIAL RESPONSIBILITY
COMMITTEE CHARTER**

(Adopted on January 18, 2022)

The Nominating, Corporate Governance, and Social Responsibility Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Sonder Holdings Inc. (the “**Company**”) shall be appointed by the Board to perform the duties and responsibilities set forth in this Nominating, Corporate Governance, and Social Responsibility Committee Charter (“**Charter**”).

A. PURPOSE

The purpose of the Committee shall be to exercise general oversight with respect to matters relating to the composition and membership of the Board, the Board’s governance responsibilities, and corporate social responsibility and sustainability by:

1. advising the Board on the appropriate composition of the Board and its committees, consistent with criteria approved by the Board;
2. reviewing the qualifications of, and recommending to the Board, proposed nominees for election to the Board and its committees, consistent with criteria approved by the Board;
3. developing, evaluating and recommending to the Board corporate governance practices applicable to the Company; and
4. facilitating the annual performance review of the Board and its committees.

B. COMPOSITION

1. **Membership.** The Committee shall consist of at least two (2) members of the Board. The members of the Committee shall be appointed by the Board and shall serve until the earlier of their resignation or removal by the Board in its discretion.

2. **Qualifications.** Each member of the Committee shall meet the independence standards established by the Nasdaq Stock Market, LLC (“**Nasdaq**”) and the U.S. Securities and Exchange Commission (“**SEC**”), as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of Nasdaq and the SEC and such other qualifications as may be established by the Board from time to time; provided, however, that the Company may avail itself of any phase-in rules applicable to newly-listed companies.

3. **Chairperson.** The Board may designate a chairperson of the Committee (the “**Chairperson**”). The Chairperson of the Committee shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee’s activities.

C. RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. These functions should serve as a guide with the understanding that the Committee may perform other functions that are consistent with its purpose and applicable law, rules and regulations and as the Board or Committee deem appropriate

in light of changing business, legislative, regulatory, legal or other conditions. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The 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.

1. Board Composition. The Committee shall periodically review and assess and make recommendations to the full Board as the Committee deems appropriate regarding:

- a. desired qualifications, expertise and characteristics sought of Board members, which assessment may include numerous factors, such as 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**");
- b. the current composition, size, organization and governance of the Board and its committees to ensure that the Board has the requisite combined expertise and its membership consists of persons with sufficiently diverse and independent backgrounds; and
- c. the Board's leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes.

2. Board Candidates. The Committee shall establish procedures for the submission of candidates for election to the Board. This shall include procedures for:

- a. identifying individuals qualified to become Board members based on the Director Criteria, the factors identified in the Company's Corporate Governance Guidelines, and any other factors that the Committee deems appropriate;
- b. evaluating the performance of individual members of the Board eligible for re-election, and recommending for the selection of the Board, the director nominees for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected;
- c. developing and reviewing periodically the policies and procedures for considering candidates for nomination for election to the Board recommended by stockholders;
- d. evaluating candidates for nomination for election to the Board recommended by stockholders of the Company that are validly made and in accordance with applicable laws, rules and regulations and the provisions of the Company's certificate of incorporation and bylaws on a substantially similar basis as it considers other nominees;

- e. conducting all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board;
- f. evaluating and recommending removal of individual directors from the Board or any committee for cause or for other appropriate reasons including considering matters relating to any action to be taken with respect to the removal from the Board or any committee;
- g. evaluating the “independence” of directors and director nominees against the independence requirements of Nasdaq, applicable rules and regulations of the SEC and other applicable laws; and
- h. recommending to the Board nominees to fill vacancies and newly created directorships on the Board and nominees to stand for election as directors.

3. Succession Planning. The Committee shall conduct a periodic review of the Company’s succession planning process for the chief executive officer (“**CEO**”) and any other members of the Company’s executive management team, report its findings to the Board, develop and recommend to the Board for approval a CEO and executive officer succession plan (the “**Succession Plan**”), review the Succession Plan from time to time with the CEO and any other executive officers, and recommend to the Board for approval any changes to the Succession Plan. The Committee shall assist the Board in evaluating potential successors to the CEO or other members of the Company’s executive management team under the Succession Plan.

4. Selection, Composition, and Evaluation of Board Committees.

- a. The Committee shall periodically review the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in the membership, structure, composition or mandate of the committees, as well as the creation or dissolution of committees.
- b. The Committee shall recommend members of the Board to serve as the chairpersons of the committees of the Board.
- c. The Committee shall monitor the structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.
- d. The Committee shall review, including in accordance with any applicable rules of Nasdaq, the Company’s Corporate Governance Guidelines as well as the charter, the composition (including the “independence” of committee members and financial expertise of Audit Committee members) and performance of each committee of the Board in conjunction with such committee under review and recommend to the Board any changes to the foregoing.

5. Director Resignations. The Committee shall recommend whether or not the Board should accept the resignation of a director tendered in accordance with the Company’s Corporate Governance Guidelines, unless delegated by the Board to another committee of the Board.

6. Corporate Governance Guidelines.
 - a. The Committee shall review and recommend to the Board corporate governance guidelines and annually review such guidelines and their application, and make recommendations, if any, to the Board for changes to the Corporate Governance Guidelines.
 - b. The Committee shall be responsible for fulfilling all of its responsibilities set forth in the Corporate Governance Guidelines.
7. Corporate Governance Framework. The Committee shall oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework or Board leadership structure.
8. Corporate Responsibility & Sustainability.
 - a. The Committee shall oversee the Company's corporate social responsibility and sustainability strategies and key initiatives to assist the Company in appropriately addressing its role in fostering the social, environmental and economic well-being of communities in which it operates and the impact of the Company's business operations and business practices on the environment;
 - b. The Committee shall support the Company's reporting against ESG (environmental, social and governance) criteria to investors;
 - c. The Committee shall annually review the Company's corporate social responsibility and sustainability strategies and, if appropriate, make recommendations to the Board concerning the same.
9. Director Orientation and Continuing Education. The Committee shall oversee the Company's director orientation and continuing education, including making recommendations for continuing education of Board members and evaluating the participation of members of the Board in accordance with applicable listing standards.
10. Board and Committee Performance. The Committee shall oversee the self-evaluation of the Board and each of its committees, and each director, and report such evaluation to the Board.
11. Conflicts of Interest. The Committee shall review, approve, and monitor directors' compliance with the Company's Code of Business Conduct and Ethics; consider questions of possible conflicts of interest of Board members and other corporate officers; review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee; and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.
12. Director Communications. The Committee shall administer policies and procedures for various constituencies that are involved with the Company to communicate with the non-management Board members.
13. Disclosure. The Committee shall review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and

recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

14. Stock Ownership Guidelines. If the Board or Committee establishes stock ownership guidelines for the executive officers and non-employee members of the Board, the Committee shall monitor compliance with those guidelines and periodically review such guidelines and recommend any proposed changes to the Board.

15. Committee Evaluation. The Committee shall conduct and present to the Board an annual self-performance evaluation of the Committee.

16. Charter. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

D. MEETINGS

1. Frequency of Meetings; Time and Place. The Committee shall meet at such times as the Committee shall determine or as required to remain in compliance with any applicable law or regulation. The Committee shall meet as often as necessary to carry out its responsibilities. The Committee may meet in person or by telephone or video conference.

2. Chair of Meetings. In the event the Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

3. Rules and Procedures for Meetings. 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.

4. Minutes of Meetings. The Committee shall keep minutes of each meeting and provide regular reports of its actions to the Board.

5. Board and Management Attendance at Meetings. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. No Executive Officer may be present during portions of any meeting during which their performance and compensation are being deliberated and determined.

E. GENERAL

1. The Committee shall meet at such times as the Committee deems necessary to perform its responsibilities and remain in compliance with any applicable law or regulation. The Committee may meet in person or by telephone or video conference.

2. The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or the requirements of Nasdaq or the SEC.

3. The Committee is authorized to engage independent legal counsel, search firms, and other advisors as it determines necessary to carry out its duties. The Company must provide appropriate funding, as determined by the Committee, for the payment of compensation to any advisors engaged by the Committee pursuant to this Section. The Committee shall have the sole authority to retain and terminate

any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

4. Members of the Committee can receive such fees, if any, for their service as Committee members as may be determined by the Board or a duly authorized Board committee, as applicable. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.