



SONDER HOLDINGS INC.

INVESTMENT COMMITTEE CHARTER

(Adopted on July 10, 2025)

The Investment 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 Investment Committee Charter (“Charter”).

A. PURPOSE

The purpose of the Committee shall be to exercise general oversight and provide guidance relating to the Company’s investment management, strategy, performance, and policies.

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. At least one member shall have significant corporate development and investment strategy experience. All members must possess sufficient technical skills or professional qualifications and experience in relation to corporate development and investment strategy.

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.

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 or 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. The Committee shall work closely with Company management in executing its duties and in performing any tasks as the Committee deems necessary.

1. Investment Policy. The Committee shall establish and review at least annually the adequacy of the Company’s investment policy (the “Investment Policy”) and recommend any proposed changes to the Board for approval.

2. Investment Strategy. The Committee shall review and approve investments and the composition of the Company's portfolio as described in the Investment Policy, including matters related to growth, disposition, renewal, and renegotiation of the Company's portfolio. In connection with this responsibility, the Committee shall:

- a. review and approve investments under the Investment Policy;
- b. review the Company's adherence to the Investment Policy;
- c. review and approve the Company's strategy related to markets and products;
- d. review the performance of the Company's investments, including the accuracy and effectiveness of models and financial and operational projections;
- e. review the structure, approach, and effectiveness of the Company's investment function; and
- f. select and monitor the performance of the Company's investment advisors.

3. Finance Strategy. The Committee shall review matters related to financing and indebtedness. In connection with this responsibility, the Committee shall:

- a. review and approve the Company's interest rate, derivative, and hedging policies;
- b. review and approve derivative transactions;
- c. review and approve capital markets and financing plans, including debt, equity, or other financing arrangements;
- d. review and approve the material terms and conditions of the Company's long-term debt and equity financings, issuances, offerings, or similar transactions;
- e. review and recommend to the Board for approval changes to the Company's capital and debt structure, including issuances of equity, assumption of debt, or other transactions;
- f. review and recommend to the Board for approval policies relating to the Company's liquidity, cash needs, cash management, and financings; and
- g. review and recommend to the Board for approval transactions related to mergers, consolidations, acquisitions, or other strategic transactions.

4. Property Allocation Strategy. The Committee shall establish, and periodically review, the Company's property capital allocation guidelines and strategy. The Committee shall oversee the development and implementation of the Company's property capital allocation strategy to ensure that it is consistent with the Company's general investment strategy.

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

6. 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.

E. GENERAL

1. 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.

2. The Committee is authorized to engage 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.

3. 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.